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THE PARLIAMENT OF THE COMMONWEALTH OF AUSTRALIA

HOUSE OF REPRESENTATIVES

CORPORATIONS (ABORIGINAL AND TORRES STRAIT ISLANDER) BILL 2005

SUPPLEMENTARY EXPLANATORY MEMORANDUM

Amendments to be moved on behalf of the Government

(circulated by authority of the Minister for Families, Community Services and Indigenous
Affairs, the Honourable Mal Brough, MP)

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1. Outline

Overview

1.1. The amendments introduce new provisions into the CATSI Bill dealing with the transfer and amalgamation of CATSI corporations. These provisions will allow a body corporate registered under another law to transfer its registration to the CATSI Bill if certain requirements are satisfied. Similarly, it will allow a CATSI corporation to transfer its registration to another law of the Commonwealth, for example the *Corporations Act 2001*, or a law of a state or a territory if certain requirements are satisfied. Other provisions will allow a CATSI corporation to amalgamate with another CATSI corporation, either by an administrative process approved by the Registrar or by applying to a Court. These measures support the policy of encouraging responsible incorporation under the CATSI Bill.

1.2. The amendments also make some changes to the CATSI Bill as a result of issues which have arisen since the Bill was introduced into the Parliament on 23 June 2005, including in response to feedback provided by a range of stakeholders. A number of these amendments extend the ability of the Registrar to exempt a CATSI corporation and its directors, or a class of corporations and its directors, from particular provisions of the CATSI Bill dealing with internal governance. This supports the Registrar administering the legislation to reduce procedural requirements where appropriate and respond to the diversity and special circumstances of CATSI corporations.

1.3. Other amendments make some technical corrections to the CATSI Bill.

Financial impact statement

1.4. The amendments have no effect on the financial impact of the CATSI Bill.

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3. Abbreviations

ACA Act	<i>Aboriginal Councils and Associations Act 1976</i>
Corporations Act	<i>Corporations Act 2001</i>
CATSI Bill	Corporations (Aboriginal and Torres Strait Islander) Bill 2005
CATSI corporation	Corporation registered under the proposed Corporations (Aboriginal and Torres Strait Islander) Act 2006
Native Title Act	<i>Native Title Act 1993</i>
Registrar	Registrar of Aboriginal and Torres Strait Islander Corporations as defined by the CATSI Bill.
ICN	Indigenous Corporation Number
ACN	Australian Company Number
ARBN	Australian Registered Body Number

4. Notes on individual amendments

Amendment 1—Section 1-5—Commencement

4.1. This amendment will change the commencement date of the CATSI Bill from 1 July 2006 to 1 July 2007.

Amendment 2—Section 6-55—Transfer of registration, deregistration and unclaimed property

4.2. This amendment inserts a new overview of Chapter 12 because of the new part inserted into this chapter dealing with the transfer of CATSI corporations to another Commonwealth, state or territory system.

Amendment 3—Division 21—Application for new registration of an Aboriginal and Torres Strait Islander corporation

4.3. This amendment changes the heading to Division 21 because of the insertion of new Divisions 22 and 23 into Part 2-2.

Amendment 4—Section 21-1—Application for registration

4.4. This amendment removes the requirement that a person who consents to become a director must provide all other names by which the person is or was known. Because of the proposed amendments to clauses 180-5 and 180-15 it is neither appropriate nor useful to require directors to provide details of these names. Directors are required to provide personal details for compliance and regulatory purposes. This amendment will also ensure consistency with similar requirements in the Corporations Act.

Amendment 5—Division 22—Application to register existing body corporate under Part 2-3

4.5. This amendment inserts new Division 22 into Part 2-2 of the CATSI Bill. New Division 22 deals with an existing body corporate applying to register under the CATSI Bill. For instance, a Corporations Act company or an association registered under a state or territory incorporated associations law may decide to transfer its registration to the CATSI system. The application process in Division 22 is based, with appropriate modifications, on the application process for new CATSI corporations currently set out in Division 21 of the CATSI Bill. Division 22 contains new sections 22-1, 22-5 and 22-10.

4.6. Proposed section 22-1 sets out the information required when an existing body corporate applies to be registered as a CATSI corporation. As well as the information required under Division 21, the application must contain certain information about the transferring corporation, including its current name, its ACN or Australian Company Number (if any), its ARBN or Australian Registered Body Number (if it is a registered body within the meaning of the Corporations Act) and the law under which it is currently incorporated. The references in this proposed section to registration ‘under Part 2-3’, which are not made in proposed section 21-1, distinguish this process of registration under the CATSI Bill from the body corporate’s registration under the law of its place of origin.

4.7. Proposed section 22-5 establishes the information that must be provided with an application for registration under Division 22. This includes evidence of the resolution under the pre-transfer of registration requirement in proposed section 29-17, that the corporation is not externally administered, that there is no current application to wind it up or for a court to approve a compromise or arrangement with the corporation, that under the law of its place of origin the transfer of its incorporation is authorised, and that it has complied with any requirements of that law in transferring its incorporation. The evidence lodged under this section must be satisfactory proof to the Registrar of these matters. This proof requirement is based on subsection 601BC(9) of the Corporations Act.

4.8. Proposed section 22-10 is based on proposed section 21-10 and provides a power for the Registrar to seek further information to be able to determine an application under Division 22.

Amendment 6—Division 23—Application to register amalgamated corporation under Part 2-3

4.9. This amendment inserts new Division 23 into Part 2-2 of the CATSI Bill. It deals with an application to the Registrar to amalgamate two or more CATSI corporations into a new CATSI corporation. The new amalgamated CATSI corporation will inherit the assets, rights and liabilities of the two or more amalgamating CATSI corporations. This process of administrative amalgamation is an alternative to CATSI corporations applying to a court to amalgamate under the applied provisions of Part 5.1 of the Corporations Act. The administrative amalgamation process will offer a more simple and less expensive means for routine amalgamations. Using the applied provisions of Part 5.1 of the Corporations Act will still be the most appropriate avenue for amalgamations which are less routine and require Court supervision. This measure supports the policy of encouraging responsible incorporation under the CATSI Bill by enabling the amalgamation of CATSI corporations in areas where there has been a proliferation of unnecessary incorporation. The application process in Division 23 is also based, with appropriate modifications, on the application process for new CATSI corporations currently set out in Division 21 of the CATSI Bill. Division 23 contains new sections 23-1, 23-5 and 23-10.

4.10. Proposed section 23-1 sets out the information required when a CATSI corporation applies to the Registrar to register under Part 2-3 an amalgamated corporation to replace two or more existing CATSI corporations. As well as the information required for applications made under Division 21, the application must contain the names and ICNs of the amalgamating corporations and the name the amalgamated corporation proposes to adopt. Like Division 22, the references in this proposed section to registration ‘under Part 2-3’, which are not made in proposed section 21-1, distinguish the registration of the amalgamated corporation from the original registration of the amalgamating corporations.

4.11. Proposed section 23-5 establishes the information that must be provided with an application for registration under Division 23. This includes evidence that the amalgamated corporation will meet the creditor notice requirements of proposed section 29-18, that none of the amalgamating corporations are externally administered, that no current application exists to wind up any of the amalgamating corporations or for a court to approve a compromise or arrangement with any of amalgamating corporations. This last requirement means that an amalgamating corporation can not apply for amalgamation under Division 23 if it is also the subject of a Court supervised amalgamation under the applied provisions of Part 5.1 of the Corporations Act. The evidence lodged under this section must be satisfactory proof to the Registrar of these matters. This proof requirement is based on subsection 601BC(9) of the Corporations Act.

4.12. Proposed section 23-10 is based on proposed section 21-10 and provides a power for the Registrar to seek further information to be able to determine an application under Division 23.

Amendments 7-13—Section 26-1—Registrar to decide application

4.13. These amendments change proposed section 26-1 as a result of new Divisions 22 and 23 being inserted into Part 2-2 of the CATSI Bill. Proposed section 26-1 will now provide a power for the Registrar to decide applications for registration made under Divisions 22 or 23, as well as existing Division 21. These grounds are designed to give clear guidance for the decision-maker.

4.14. Amendment 13 inserts new subsections (3)-(5) into proposed section 26-1. These subsections will only apply to an amalgamation application under proposed section 23-1. Proposed subclause (4) provides that the Registrar must not grant an amalgamation application if a substantial creditor has objected to the proposed amalgamation under proposed subsection 29-18(3) and not withdrawn it. Proposed subclause (5) sets out some additional matters that the Registrar may consider in deciding whether to grant an amalgamation application. These new subsections support the distinction between amalgamations which are appropriate for the Registrar to process administratively and those which are more appropriately conducted under the supervision of a Court. If the Registrar decides not to grant an amalgamation application, the applicants may still apply to a Court for amalgamation of the CATSI corporations under the applied provisions of Part 5.1 of the Corporations Act.

4.15. Both the administrative amalgamation process and the Court supervised process are only available to groups of CATSI corporations. Groups comprised of both CATSI corporations and corporations registered under the Corporations Act will first need to ensure that they are all registered under the same legislation before applying to amalgamate. This can be achieved using the transfer provisions.

Amendments 14-15—Section 26-5—Registrar may grant application if application is incomplete etc.

4.16. These amendments change proposed section 26-5 as a result of new Divisions 22 and 23 being inserted into Part 2-2 of the CATSI Bill. This section can be used when an application under either Division 21, 22 or 23 contains minor technical errors or omissions and supports the aim of reducing the administrative burden on the applicant.

Amendment 16—Section 26-10—Registrar may grant application if some basic requirements are not met

4.17. This amendment changes proposed section 26-10 as a result of new Divisions 22 and 23 being inserted into Part 2-2 of the CATSI Bill. This provision will allow the Registrar to still grant an application even if some of the basic requirements, such as the pre-transfer of registration requirements, have not been met. It means minor or technical breaches of these requirements will not prevent the registration of a CATSI corporation.

Amendment 17—Section 29-10—Age of members requirement

4.18. This amendment provides that the requirement that each member of a CATSI corporation must be at least 15 years of age only applies to natural persons and not artificial persons. This is important as the CATSI Bill allows a CATSI corporation to have a body corporate as a member in certain circumstances.

Amendment 18—Section 29-17—Pre-transfer of registration requirement

4.19. This amendment inserts proposed section 29-17 into Division 29 of the CATSI Bill. It establishes the pre-transfer requirements for a body corporate seeking to transfer its registration to the CATSI Bill. It requires the members of the transferring body corporate to have passed a resolution, by at least 75 per cent of the eligible votes and after 21 days notice, authorising the application and approving the proposed constitution and internal governance rules. The resolution must also nominate the persons who will become the directors upon registration and, depending on the corporation's likely size, the person who will become the secretary or contact person. Proposed clause 29-17 is based on proposed section 29-15 which establishes the pre-incorporation requirements for new CATSI corporations.

Amendment 19—Section 29-18—Creditor notice requirement

4.20. This amendment inserts proposed section 29-18 into Division 29 of the CATSI Bill. It establishes the creditor notice requirements that an amalgamated corporation must satisfy to be registered under Part 2-3 of the CATSI Bill. It protects the interests of a substantial creditor of an amalgamating corporation who may be materially prejudiced as a result of the amalgamation. A substantial creditor of an amalgamating corporation will be a person who is owed an unsecured debt, or debts, by an amalgamating corporation that exceeds an amount which will be prescribed in the regulations. The Registrar must not grant an amalgamation application if a substantial creditor has objected to the proposed amalgamation under proposed subsection 29-18(3) and has not withdrawn it. However, the amalgamation could still be achieved by the amalgamating corporations applying to a Court under the applied provisions of Part 5.1 of the Corporations Act.

Amendment 20—Section 29-19—Pre-amalgamation requirements

4.21. This amendment inserts proposed section 29-19 into Division 29 of the CATSI Bill. It establishes the pre-amalgamation requirements for CATSI corporations seeking to amalgamate by applying under proposed section 23-1. It requires the members of each of the amalgamating corporations to have passed a resolution, by at least 75 per cent of the eligible votes and after 21 days notice, authorising the application and approving the proposed constitution and internal governance rules of the amalgamated corporation. The resolution must also nominate the persons who will become the directors upon registration and, depending on the corporation's likely size, the person who will become the secretary or contact person. Proposed section 29-19, like proposed section 29-17, is based on proposed section 29-15 which establishes the pre-incorporation requirements for new CATSI corporations.

Amendment 21—Section 32-1—Successful applications

4.22. This amendment changes proposed section 32-1 as a result of new Divisions 22 and 23 being inserted into Part 2-2 of the CATSI Bill. Proposed section 32-1 provides that a successful application for registration will result in the CATSI corporation and the constitution being registered and a certificate of incorporation being issued.

Amendments 22-28—Section 37-10—Small, medium and large corporations

4.23. These amendments change proposed section 37-10 which deals with the classification of all CATSI corporations into small, medium and large corporations by virtue of their income, assets and employees. These amendments correct an error in the CATSI Bill which may have meant that some CATSI corporations fell outside all three categories. The Bill has been drafted on the basis that all CATSI corporations are either small, medium or large corporations for its purposes.

Amendment 29—Section 42-1—Corporation comes into existence on registration

4.24. This amendment changes proposed section 42-1 consequential to new Divisions 22 and 23 being inserted into Part 2-2 of the CATSI Bill.

Amendment 30—Section 42-3—Effect of registration of existing body corporate under Part 2-3

4.25. This amendment inserts proposed section 42-3 into Division 42 of the CATSI Bill. It provides that the registration of a body corporate which transfers to the CATSI Bill after applying under proposed section 22-1 does not create a new legal entity or affect the body's existing property, rights or obligations (except as against its members in their capacity as members). The registration also does not render defective any legal proceedings by or against the transferring body or its members. This proposed section is based on section 601BM of the Corporations Act.

Amendment 31—Section 42-4—Effect of registration of amalgamated corporation under Part 2-3

4.26. This amendment inserts proposed section 42-4 into the CATSI Bill which deals with the effect of the registration of an amalgamated corporation under Part 2-3. Proposed subsection 42-4(2) provides that the registration of an amalgamated corporation, after applying under proposed section 23-1, creates a new CATSI corporation which comes into existence as a body corporate with perpetual succession at the beginning of the day on which it is registered.

4.27. Proposed subsection 42-4(3) provides for a seamless transition and continuity between the amalgamating corporations and the amalgamated corporation. It provides that the assets and liabilities of the amalgamating corporations become the assets and liabilities of the amalgamated corporation and the amalgamated corporation becomes the successor in any proceedings to which an amalgamating corporation was a party. Any ongoing investigation in relation to an amalgamating corporation or any other act or thing done, or omitted to be done, is inherited by the amalgamated corporation. References in documents to the amalgamating corporation are also to be read as references to the amalgamated corporation.

4.28. Proposed subsection 42-4(4), however, has the effect that if an amalgamating corporation is in special administration at the time of the amalgamation the amalgamated corporation is not taken to be in special administration. Any decision to put the amalgamated corporation into special administration will require a new determination by the Registrar under proposed section 487-1. Proposed subsection 42-4(5) puts beyond doubt that the amalgamated corporation inherits any asset subject to any charge on the asset.

4.29. Proposed subsections 42-4(6)-(7) provide for a simplified procedure to register land vested in an amalgamated corporation as a result of the amalgamation. The Registrar signs a certificate identifying the land (see the definition of ‘land’ in proposed subsection 42-4(14)) and stating that it has become vested in the amalgamated corporation under this proposed section. The certificate is lodged with a relevant state or territory land registration official (such as the Registrar of Titles). This official may register the matter in the same or a similar way as other dealings in land of that kind and give effect to the Registrar’s certificate.

4.30. Similarly, proposed subsections 42-4(9)-(10) provide for a simplified procedure to register assets other than land vested in an amalgamated corporation as a result of the amalgamation. The Registrar signs a certificate identifying the asset (see the definition of ‘asset’ in proposed subsection 42-4(14)) and stating that it has become vested in the amalgamated corporation under this proposed subsection. The certificate is lodged with a relevant state or territory official responsible for the registration of the asset (the ‘asset official’ as defined in proposed subsection 42-4(14)). This official may deal with the certificate as if it were a proper and appropriate instrument for transactions in relation to assets of that kind and make such entries in the register as are necessary under this proposed section.

4.31. Proposed subsection 42-4(10) provides that stamp duty and other state or territory taxes will not be payable for the vesting of an asset or liability under this proposed section, or the operation of this proposed section in any other respect (an ‘exempt matter’). The Registrar will also be able to certify in writing that a specified matter is an exempt matter or that a specified thing was connected with a specified exempt matter. In all courts and for all purposes (other than for criminal proceedings), the Registrar’s certificate would be prima facie evidence of the matters stated in it.

Amendment 32—Section 42-10—Members, directors, corporation secretary and contact person of corporation

4.32. This amendment changes proposed section 42-10 as a result of new Divisions 22 and 23 being inserted into Part 2-2 of the CATSI Bill. Proposed subsection 42-10(1) deals with which persons become members on registration of the corporation. With registrations under proposed subsection 22-1, the persons named and who have consented in the application to register, become members upon registration (proposed paragraph 42-10(1)(a)). With registrations under either proposed sections 22-1 and 23-1, the person is a member upon registration if they are a member of the transferring body corporate or the amalgamating corporation immediately beforehand. This gives those members who do not wish to remain a member of the transferred or amalgamated corporation the opportunity to resign their membership before registration. It also reflects the fact that such applications for registration, unlike those made under proposed section 22-1, do not require the consent of all potential CATSI corporation members to proceed.

4.33. Proposed subsection 42-10(1A) provides that a person becomes a director, corporation secretary or contact person upon registration if the person consents to it in the application under proposed section 22-1, 22-1 or 23-1.

Amendment 33—Section 42-35—Body corporate registered as Aboriginal and Torres Strait Islander corporation (liability of members on winding up)

4.34. This amendment inserts proposed section 42-35 into Division 42 of the CATSI Bill. It deals with the liability of a member upon the winding up of a CATSI corporation if it has transferred from another system and if the member ceased to be a member before the transfer. The proposed section is based on section 601BN of the Corporations Act.

Amendment 34—Section 42-40—Body corporate registered as Aboriginal and Torres Strait Islander corporation (modification by regulations)

4.35. This amendment inserts proposed section 42-40 into Division 42 of the CATSI Bill. It allows regulations to modify proposed Part 2-5, ‘Effects of registration’, for a CATSI corporation registered under Part 2-3 after applying under section 22-1. The proposed section is based on section 601BS of the Corporations Act.

Amendment 35—Section 42-45—Registration of amalgamated corporation (liability of members on winding up)

4.36. This amendment inserts proposed section 42-45 into Division 42 of the CATSI Bill. It deals with the liability of a member upon the winding up of a CATSI corporation, if it is an amalgamated corporation and if the member ceased to be a member before the registration of the amalgamated corporation. The proposed section is also based on section 601BN of the Corporations Act.

Amendment 36—Section 42-50—Registration of amalgamated corporation (modification by regulations)

4.37. This amendment inserts proposed section 42-50 into Division 42 of the CATSI Bill. It allows regulations to modify proposed Part 2-5, ‘Effects of registration’, for an amalgamated corporation registered under Part 2-3 after applying under section 23-1. The proposed section is also based on section 601BS of the Corporations Act.

Amendment 37—Part 2-6—Arrangements and reconstructions

4.38. This amendment inserts new Part 2-6 into the CATSI Bill. It will apply Part 5.1 of the Corporations Act to CATSI corporations, with appropriate substitutions. CATSI corporations will be able to use these provisions to enter into a compromise or arrangement with its creditors or members. They will also be able to use it to bring about an amalgamation. This Court supervised process may be more appropriate for complex amalgamations or those where creditors are at greater risk of material prejudice than an administrative amalgamation made under Division 23. CATSI corporations may also apply to a Court for amalgamation orders under these provisions if the Registrar has decided not to grant a Division 23 application for the registration of an amalgamated corporation. However, under subsection 411(17) of the Corporations Act, as applied by proposed section 45-1, the Court must not approve a compromise or arrangement unless the Registrar has no objection to it. This power is in addition to the requirement to notify the Registrar of any proposed compromise or arrangement, including the draft explanatory statement, and to give the Registrar the opportunity to make submissions to the Court on the proposed compromise or arrangement and the draft explanatory statement (subsection 411(2) of the Corporations Act, as applied by proposed section 45-1). These provisions will help the Registrar and the Court ensure that the outcome of any such compromise or arrangement, including an amalgamation of CATSI corporations, is consistent with the CATSI Bill.

4.39. Proposed paragraph 45-1(2)(a) provides that the Corporations Act arrangements and reconstructions provisions only apply to the extent that they are able to apply to a CATSI corporation. Under proposed paragraph 45-1(2)(b) the application of these arrangements and reconstructions provisions can be modified by regulations. This recognises that the application of these provisions may be complex and require clarification if any unforeseen circumstances arise. However, these regulations cannot increase the maximum penalty for any offence or widen the scope of any offence (proposed subsection 45-1(3)).

4.40. Proposed subsection 45-1(4) determines the specific Corporations Act arrangements and reconstructions provisions that apply to a CATSI corporation. Some provisions of Part 5.1 of the Corporations Act are not applied because they are not relevant to CATSI corporations. For example, the provisions that relate to debentures holders or shareholders are not applied, given that CATSI corporations cannot issue debentures or shares.

Amendments 38-39—Section 57-5—List of internal governance rules

4.41. These amendments replace the existing list of replaceable rules in proposed section 60-25 with a list of internal governance rules. This list includes the replaceable rules and other provisions in the CATSI Bill that deal with the internal governance of CATSI corporations. Consultations since the CATSI Bill's introduction indicate that the provisions dealing with the internal governance of CATSI corporations are sometimes difficult to understand. Including a single list of all the rules relating to their internal governance in the CATSI Bill will help people understand these requirements. Division 60 will still deal with the operation of the replaceable rules.

Amendment 40—Section 66-1—Internal governance rules requirements

4.42. This amendment inserts the requirement that a CATSI corporation must have a dispute resolution clause in its constitution into Division 66 of the CATSI Bill. This division deals with the internal governance requirements of CATSI corporations. The current location in the CATSI Bill of this requirement (proposed section 150-5) is anomalous and inserting it into Division 66 will correct this oversight.

Amendment 41—Section 130-1—What this Chapter is about

4.43. This amendment to the introduction of Chapter 4 clarifies that this chapter also deals with the register of former members.

Amendment 42—Section 144-10—Determination of applications for membership

4.44. This amendment inserts a note after proposed subsection 114-10(8) that CATSI corporations can apply for exemption from the requirements of this subsection.

Amendment 43—Section 150-5—Resolution of disputes

4.45. This amendment omits proposed section 150-5 and is consequential to amendment 40 above.

Amendment 44—Section 150-15—Cancellation of membership

4.46. This amendment omits a reference to 'replaceable rule' in the heading of proposed subsection 150-15(1). This subsection will not be replaceable and this amendment will correct this error.

Amendments 45-48—Section 150-20—Member not eligible for membership etc. (replaceable rule—see section 60-1)

4.47. These amendments remove the penalties and offences currently in proposed section 150-20, which will be a replaceable rule. Replaceable rules—that is, rules which may be modified by a CATSI corporation's constitution—should not contain any penalties or offences and these amendments will correct this anomaly.

Amendment 49—Section 150-25—Member not contactable

4.48. This amendment inserts a note after proposed subsection 150-25(1) that a CATSI corporation, or its directors, can apply for an exemption from the requirements of this section.

Amendment 50—Section 150-30—Member is not an Aboriginal and Torres Strait Islander person

4.49. This amendment will insert a note after proposed subsection 150-30(1) that a CATSI corporation, or its directors, can apply for an exemption from the requirements of this section.

Amendment 51—Section 150-35—Member misbehaves

4.50. This amendment will insert a note after proposed subsection 150-35(1) that a CATSI corporation, or its directors, can apply for exemption from the requirements of this section.

Amendments 52-66—Part 4-5—Registers of members and former members

4.51. These amendments make a number of changes to Part 4-5 of the CATSI Bill, which deal with the registers of members and former members that all CATSI corporations must set up and maintain. Since the CATSI Bill's introduction, it has become apparent that the existing provisions dealing with these registers require some refinement. The amendments will:

- clarify that it is not mandatory for the registers to contain all other names by which an individual member or former individual member is or was known (e.g. a traditional or 'skin name') (amendments 52 and 53—see proposed subsections 180-5(1) and 180-15(1))
- clarify the information about a body corporate member or former body corporate member that the registers must contain (amendments 52 and 53—see proposed subsections 180-5(1A) and 180-15(2))
- make it clear that nothing in the CATSI Bill prevents the register of members and the register of former members being contained in one document (amendment 54—see proposed section 180-22)
- clarify the right of a person to inspect the registers of members and former members (amendments 55 and 56)
- clarify that a CATSI corporation must make the register of members available at the annual general meeting free of charge (amendments 57 and 58)
- clarify the Registrar's power to obtain both the register of members and former members (amendment 60)
- provide that the prohibition on misusing information also applies to the register of former members (amendments 64, 65 and 66)
- make some related consequential changes to headings (amendments 59, 61, 62 and 63).

Amendment 67—Part 4-6—Exemption from operation of certain provisions of this Chapter

4.52. This amendment inserts new Part 4-6 into the CATSI Bill. It contains proposed sections 187-1, 187-5, 187-10, 187-15 and 187-20 and is based on existing Part 5-5 of the CATSI Bill). It permits the Registrar, either on his or her initiative or on application, to exempt a CATSI corporation and its directors, or a class of CATSI corporations and its directors, from the exemptible provisions of Chapter 4. The CATSI Bill already allows the Registrar to exempt a CATSI corporation and its directors, or a class of corporations and its directors, from several provisions of the CATSI Bill dealing with their internal governance (for example, the provisions of Chapter 5 that regulate meetings). These exemption provisions give the Registrar the flexibility to exempt a corporation when a provision could cause an excessive administrative burden on corporations. They also allow the Registrar to take into account the diversity and special circumstances of a corporation or a class of corporations. Since the CATSI Bill was introduced, it has become apparent that the following provisions of Chapter 4, which regulate the internal governance of CATSI corporations, should also be exemptible:

- proposed subsection 144-10(8): no admission to membership before a general meeting has been held
- proposed section 150-25: cancellation of a membership for not being contactable
- proposed section 150-30: cancellation of a membership for not being an Aboriginal and Torres Strait Islander person
- proposed section 150-35: cancellation of a membership for misbehaviour.

4.53. Proposed section 187-1 sets out what this part is about.

4.54. Proposed section 187-5 provides that a CATSI corporation, or the directors of the corporation, can apply for exemption from the requirements of a specified exemptible provision.

4.55. Proposed section 187-10 provides that the Registrar can issue a determination in writing even if the application seeking the exemption does not specify the provisions for which it is sought. It is designed to reduce the administrative burden on corporations if they have made a minor error or omission in their application.

4.56. Proposed section 187-15 gives the Registrar the power to issue determinations for an individual corporation or class of corporations. This allows the Registrar to give exemptions based on the circumstances of particular classes of corporations.

4.57. Proposed section 187-20 sets out the criteria that the Registrar must apply when making a decision about an exemption application and supports the reduction of procedural requirements imposed on corporations when appropriate, a key aim of the CATSI Bill.

Amendments 68-69—Section 201-25—Notice of general meeting to members, officers and observers

4.58. These amendments omit the requirement that a CATSI corporation must give individual written notice of a general meeting to members, directors, the corporation secretary or the contact officer, and observers. While CATSI corporations will still have to give written notice of general meetings to members and certain others, providing individual notice may be onerous on corporations with limited resources and many members with no fixed or residential address. This amendment gives corporations greater flexibility in how they may give notice to their members, for example, using notice boards, public advertisements etc.

Amendment 70—Section 225-15—Registrar’s power to make determinations

4.59. This amendment omits the word ‘class’ from the heading to proposed section 225-15. The Registrar’s power to make determinations under section 225-15 will relate to a specified CATSI corporation, as well as a specified class of CATSI corporations, so this heading is misleading. It will also make the heading consistent with proposed sections 187-15 and 310-15.

Amendment 71—Section 243-5—Maximum number of directors

4.60. This amendment inserts a note after proposed section 243-5 that a CATSI corporation can apply for exemption from the requirements of this section.

Amendment 72—Section 246-1—Eligibility for appointment as a director

4.61. This amendment provides that unless a CATSI corporation’s constitution states otherwise, a non-member or a non-Aboriginal and Torres Strait Islander person may not be appointed as a director of a CATSI corporation. This corrects an oversight and supports the policy of the CATSI Bill being a special incorporation statute for Indigenous people. The members of Indigenous corporations are best placed to decide whether allowing non-member and non-Indigenous directors would benefit the corporation.

Amendment 73—Section 246-25—Term of appointment

4.62. This amendment inserts a note after proposed subsection 246-25(2) that the directors of a CATSI corporation can apply for exemption from the requirements of this subsection.

Amendments 74-75—Division 249—Resignation, retirement or removal of directors

4.63. These amendments clarify the process by which a director may be removed by resolution in general meeting if the director has objected to his or her removal by fellow directors. Proposed section 249-20 provides that if a director objects to being removed for failing to attend three directors’ meetings under proposed section 249-15, the director may be removed by resolution in general meeting. The relationship between this provision and proposed section 249-10, which provides for the members’ general power to remove a director, is unclear. As section 249-10 contains certain procedural safeguards not contained in section 249-20, these amendments expressly provide that any removal of a director by members should be in accordance with the procedural requirements of section 249-10. These amendments will mean that, under the CATSI Bill, there is only one standard process for removing a director at a general meeting.

Amendment 76—Section 265-1—Care and diligence-civil obligation only

4.64. This amendment inserts a new subsection (2A) into proposed section 265-1. This subsection clarifies that a director of a CATSI corporation, which is a registered native title body corporate, does not have a material personal interest simply because that person is a common law holder of the native title held in trust, or as an agent, by the registered native title body corporate. This amendment further clarifies the relationship between the CATSI Bill and the Native Title Act and Native Title Regulations with respect to registered native title bodies corporate.

Amendment 77—Section 265-40—Responsibility of secretaries for certain contraventions

4.65. This amendment inserts a reference to the register of former members into proposed paragraph 265-40(1)(d). This change results from amendment 60 above.

Amendments 78-79—Section 265-45—Meaning of reasonable reliance on information or advice provided by others

4.66. These amendments insert a new subsection (2) into proposed subsection 265-45. This amendment clarifies that a person may be considered an expert in questions of traditional law and customs for the purpose of a CATSI directors' reasonable reliance on expert advice. These amendments further clarify the relationship between the CATSI Bill and the Native Title Act and Native Title Regulations with respect to registered native title bodies corporate.

Amendment 80—Section 279-20—Court power of disqualification—insolvency and non-payment of debts

4.67. This amendment to proposed paragraph 279-20(2)(g) results from proposed section 45-1 being inserted into the CATSI Bill by amendment 37.

Amendment 81—Section 284-10—Exemptions

4.68. This amendment inserts a proposed section 284-10 into proposed Division 284. It provides that a CATSI corporation, or the directors of the corporation, can apply for exemption from the requirements of proposed Part 6-6, 'Member approval needed for related party benefit'.

Amendment 82—Section 287-12—Benefits given to comply with Native Title legislation obligations

4.69. This amendment inserts proposed section 287-12 into proposed Division 287. It clarifies that member approval is not needed to give a financial benefit if it is given to the related party to comply with a Native Title legislation obligation. This amendment also further clarifies the relationship between the CATSI Bill and the Native Title Act and Native Title Regulations with respect to registered native title bodies corporate.

Amendment 83—Section 304-5—Notice of name and address of directors and secretaries to the Registrar

4.70. This amendment omits paragraph (4)(c) from proposed section 304-5, as a result of the complementary change which will be made to proposed subsection 21-1(3) by amendment 4.

Amendment 84—Part 6-8—Exemption from operation of certain provisions of this Chapter

4.71. This amendment inserts new Part 6-8 into the CATSI Bill. It contains proposed sections 310-1, 310-5, 310-10, 310-15 and 310-20 and is based on existing Part 5-5 of the CATSI Bill. It permits the Registrar, either on his or her initiative or on application, to exempt a CATSI corporation and its directors, or a class of CATSI corporations and its directors, from the exemptible provisions of Chapter 6. The CATSI Bill already allows the Registrar to exempt a CATSI corporation and its directors, or a class of corporations and its directors, from several provisions of the CATSI Bill dealing with their internal governance (for example, Chapter 5 which regulates meetings). These provisions give the Registrar the flexibility to exempt a corporation when a provision could cause an excessive administrative burden on corporations and also allow the Registrar to take into account the diversity and special circumstances of a corporation or a class of corporations. However, since the CATSI Bill was introduced, it has become apparent that the following additional provisions that regulate the internal governance of CATSI corporations should also be exemptible:

- proposed section 243-5: maximum number of directors
- proposed subsection 246-25(2): term limits for directors
- proposed Part 6-6: member approval needed for related party benefits.

4.72. Proposed section 310-1 sets out what this part is about.

4.73. Proposed section 310-5 provides that a CATSI corporation, or the directors of the corporation, can apply for exemption from the requirements of a specified exemptible provision. This provision gives the Registrar the flexibility to exempt a corporation when these provisions would cause an administrative burden on corporations and takes into account the diversity and special circumstances of a corporation or class of corporations.

4.74. Proposed section 310-10 provides that the Registrar can issue a determination in writing even if the application seeking the exemption does not specify the provisions for which it is sought. It is designed to reduce the administrative burden on corporations if they have made a minor error or omission in their application.

4.75. Proposed section 310-15 gives the Registrar the power to issue determinations for an individual corporation or class of corporations. This allows the Registrar to give exemptions based on the circumstances of particular classes of corporations.

4.76. Proposed section 310-20 sets out the criteria that the Registrar must apply when deciding about an exemption application and supports reducing the procedural requirements imposed on corporations when appropriate, a key aim of the CATSI Bill.

Amendment 85—Section 317-1—What this chapter is about

4.77. This amendment inserts a reference to ‘regulations made for the purposes of Part 7-2 or 7-3’ in proposed section 317-1, which provides the introduction to Chapter 7. This amendment is consequential to the changes made to the exemption provisions of Part 7-4 by amendment 102.

Amendment 86—Section 327-1—Reports that an Aboriginal and Torres Strait Islander corporation must prepare and lodge

4.78. This amends proposed subsection 327-1(4), which provides an overview of a CATSI corporation’s reporting obligations. It makes it clear that financial reports, directors’ reports and auditors’ reports only have to be given to members on request. This amendment results from the changes made to Division 342 by amendments 96-101.

Amendments 87-88—Section 333-5—Regulations may require financial reports, directors’ reports and other reports to be prepared

4.79. These amendments modify the meaning of ‘first financial year’ for corporations registered as a result of an application made under Division 22. For these CATSI corporations the first financial year includes the period of the financial year when it existed under its law of origin, immediately before it transferred into the CATSI system. A transferring body corporate will normally be obliged to have kept financial records and accounts under its law of origin and so will normally be able to account for this period. The first financial year is important for determining the size of the corporation for its registration under the CATSI Bill (see proposed section 37-1).

Amendments 89-90—Section 333-15—Other requirements in relation to report

4.80. Amendment 89 changes proposed paragraph 333-15(3)(a) by providing that if a section 333-5 report is not a financial report or a directors' report for a financial year, the regulations may require the corporation to give a copy of the report to its members (whether generally or on request). Amendment 90 amends the note to this proposed subsection. Both these amendments result from the changes made to Division 342 by amendments 96-101.

Amendments 91-92—Section 336-1—Registrar may require additional report, or otherwise increase reporting requirements, for a particular corporation

4.81. These amendments change proposed subparagraph 336-1(1)(b)(iii) and paragraph 336-1(6)(a) by providing that the Registrar may determine that a particular CATSI corporation must provide an additional report, or a general report or section 333-5 report, to its members (whether generally or on request). Both these amendments result from the changes made to Division 342 by amendments 96-101.

Amendments 93-94—Section 336-5—Registrar may require additional reports, or otherwise increase reporting requirements, for class of corporation

4.82. These amendments change proposed subparagraph 336-5(1)(b)(iii) and proposed paragraph 336-5(6)(a) by providing that the Registrar may determine that a particular class of CATSI corporations must provide an additional report, or a general report or section 335-5 report, to their members (whether generally or on request). This amendment is consequential to the changes made to Division 342 by amendments 96-101.

Amendment 95—Section 339-60—Qualification and experience: individual auditor

4.83. This amendment omits proposed subsection 339-60(3) which provides that an offence against subsection 339-60(2) is a strict liability offence. This section 339-60 is based on section 324BA of the Corporations Act and provides offences for individuals acting as auditors without the required qualifications or experience. As the equivalent Corporations Act provision is not a strict liability offence it is not appropriate to impose strict liability under the CATSI Bill and this amendment will rectify this anomaly.

Amendments 96-101—Division 342—Financial reporting to members

4.84. These amendments to proposed section 342-5 mean that a CATSI corporation, which is required to prepare a financial report, a directors' report and an auditor's report, only has to provide these reports to a member on request. Feedback since the CATSI Bill's introduction has indicated that the present requirement for CATSI corporations to provide annual financial reports to all their members is too onerous for many corporations. If a member does request the reports, it must be made during the financial year or within 12 months after the end of the financial year. A corporation will still be required to lodge these reports with the Registrar and they will normally be laid before the corporation's annual general meeting. New proposed section 342-10 will determine the timing under which a corporation must give a member a report upon request. This must normally be within 14 days of the request unless the report is yet to be lodged with the Registrar, under proposed section 348-1, in which case the report must be provided to the member within 14 days of lodgment.

Amendment 102—Division 353—Registrar may exempt from record keeping and reporting requirements

4.85. This amendment omits and replaces existing Division 353, which deals with the Registrar's power to exempt corporations, directors and auditors from the record keeping and reporting requirements of Part 7-2 or Part 7-3 of the CATSI Bill and the relevant regulations. This amendment clarifies that the Registrar's power to exempt corporations and others from the record keeping and reporting requirements also extends to the regulations made for the purposes of Part 7-2 or 7-3. This amendment is important as the regulations will implement most of the substantive reporting requirements to be imposed on CATSI corporations. If the Registrar's exemption powers were limited to the provisions of the CATSI Bill they would be largely ineffective. The amendment also inserts an overview to this part and makes the terminology in Part 7-4 consistent with the other exemption provisions in the CATSI Bill. For example, the existing references to 'orders' will be replaced with references to 'determinations'.

Amendments 103-104—Section 358-10—Reporting obligations

4.86. These amendments to proposed section 358-10 clarify that when considering the current or proposed reporting obligations of a corporation or corporations for the purposes of proposed section 358-5, the Registrar should also consider the obligations that the corporation or corporations have under regulations made for the purposes of Part 7-2 or 7-3. This amendment results from the changes made to Division 353 by amendment 102.

Amendments 105-106—Section 376-5—Translations of instruments and books

4.87. These amendments provide that offences against proposed subsections 376-5(1) and (2) are offences of strict liability. Proposed section 376-5 is based on section 1304 of the Corporations Act and provides for the translation of instruments and books. The equivalent provisions in the Corporations Act are strict penalty offences (by force of the operation of section 1311 of the Corporations Act) and these amendments will ensure consistency between the two legislative regimes.

Amendments 107-111—Division 421—What information may a person obtain from the Registrar?

4.88. These amendments change the provisions dealing with the inspection and production of information and documents, including requests for copies and extracts, from the Registrar. These amendments will give the Registrar greater control over the inspection and copying of lodged documents and the inspection of prescribed information on prescribed registers under proposed section 421-1. They will allow the Registrar to arrange for a person to inspect a document or register, or be given a copy of, or extract from, a document so that the person does not have access to personal information contained in the document or register. This provision has become necessary because of concerns some members of corporations have about the availability of their personal information from the Registrar. For instance, the Registrar will be able to remove personal information from the member's list of a corporation which runs domestic violence shelters or from the register when that person has expressly asked this. These amendments are intended to address these legitimate concerns while maintaining general accessibility to these documents or registers. The amendments also make some consequential changes to proposed clause 421-5 which deals with requests for copies, and certified copies, of documents or certificates.

Amendments 112-117—Division 453—Examination of books and person

4.89. Amendments 112, 115, 116 and 117 make some changes to proposed sections 453-1 and 453-5, the purpose of which is to allow the Registrar to authorise an authorised officer to examine the books of a related body corporate of a CATSI corporation and to require, upon notice, a person to produce books in their custody of a related body corporate or connected entity of a CATSI corporation. These amendments will ensure that an authorised officer conducting an examination under proposed section 453-1 is entitled to examine the books of a related body corporate, such as any subsidiary or holding company of the CATSI corporation. Consistent with the proposed amendments to clause 453-1, amendment 117 will ensure that the power to produce books under proposed section 453-5 is not limited to the books of the corporation but may extend to the books of a related body corporate or other connected entity. These regulatory powers are important as often the Registrar or an authorised officer will require access to the books of a related body corporate or a connected entity, for example, a trust, to properly examine the affairs of a CATSI corporation. Amendments 113 and 114 insert some references to ‘examinable’ in proposed section 453-1 to ensure consistency with the other references to ‘examinable affairs’ currently contained in Part 10-3 of the CATSI Bill.

Amendment 118—Section 453-10—Remuneration of authorised officer

4.90. This amendment inserts a new provision into Division 453 of the CATSI Bill. Proposed section 453-10 is based on proposed section 511-1 and will provide for the remuneration of an authorised officer who examines the books of a CATSI corporation or a related body corporate. Proposed subsection 453-10(3) outlines the typical circumstance that the Commonwealth will normally pay for the authorised officer’s remuneration, charges and expenses. Proposed subsection 453-10(4) gives the Registrar the capacity to determine that the corporation or a related body corporate bear some or all of the costs of the examination. This might be appropriate, for example, if the CATSI corporation has requested the examination for diagnostic or other purposes. Proposed subsection 453-10(5) provides that this section does not apply to an authorised officer who is an APS employee or Commonwealth officer. This is because an APS officer or a Commonwealth officer will normally have their remuneration dealt with in other Commonwealth laws and instruments—for example, determinations made under the *Public Service Act 1999*. The definition of ‘Commonwealth officer’ in proposed subsection 453-10(6) is not intended to include persons who are retained by the Commonwealth as consultants or contractors.

Amendments 119-120—Section 456-50—Details of warrant to be given to occupier etc.

4.91. These amendments omit proposed subsection 456-50(2) which relates to the execution of warrants issued in relation to a person and they remove references to this subclause in proposed subsection 456-50(4). These references have been removed as Division 456 of the CATSI Bill only allows for the issue of warrants in relation to premises and so these references are redundant.

Amendment 121—Section 499-10—Applying Corporations Act provisions to Aboriginal and Torres Strait Islander corporation that is under special administration

4.92. This amendment will correct an incorrect reference in proposed subsection 499-10(3). Proposed subsection 499-10(4) provides that any regulations made to modify the provisions of the Corporations Act, as applied by proposed section 499-10, must not increase the maximum penalty for any offence or widen the scope of any offence. This subsection is based on proposed subsection 521-1(3).

Amendment 122—Section 511-1—Remuneration of special administrator

4.93. This amendment inserts proposed subsections 511-1(5) and (6) into proposed section 511-1. These provisions, based on proposed subsections 453-10(5) and (6), clarify that this section, which deals with the remuneration of a special administrator, does not apply to a special administrator who is an APS employee or Commonwealth officer. This is because other Commonwealth laws and instruments normally deal with the remuneration of APS and Commonwealth officers—for example, determinations made under the *Public Service Act 1999*. The definition of ‘Commonwealth officer’ in proposed subsection 511-1(6) is not intended to include persons who are retained by the Commonwealth as consultants or contractors.

Amendment 123—Section 516-1—Applying Corporations Act receiver provisions to Aboriginal and Torres Strait Islander corporations

4.94. This amendment inserts proposed subsection 516-1(2A) into proposed section 516-1, which applies the Corporations Act receiver provisions to CATSI corporations. Under proposed subsection 516-1(2A) any regulations made to modify the provisions of the Corporations Act, as applied by proposed section 516-1, must not increase the maximum penalty for any offence or widen the scope of any offence. This subsection is based on proposed subsection 521-1(3).

Amendment 124—Section 526-35—Applying Corporations Act winding-up provisions to Aboriginal and Torres Strait Islander corporations

4.95. This amendment inserts proposed subsection 526-35(2A) into proposed section 526-35, which applies the Corporations Act winding-up provisions to CATSI corporations. Under this subsection any regulations made to modify the provisions of the Corporations Act, as applied by proposed section 526-35, must not increase the maximum penalty for any offence or widen the scope of any offence. This subsection is based on proposed subsection 521-1(3).

Amendment 125—Chapter 12—Transfer of registration, deregistration and unclaimed property

4.96. This amendment inserts a new heading to Chapter 12, which is consequential to the insertion into Chapter 12 of new provisions dealing with the transfer of a CATSI corporation to another incorporation system.

Amendment 126—Part 12-1—Transfer of registration to another system

4.97. This amendment inserts a new Part 12-1 into the CATSI Bill dealing with the transfer of a CATSI corporation to another incorporation system under a Commonwealth, state or territory law. This part consists of proposed sections 540-1, 540-5, 540-10 and 540-15. It is based on Part 5A.2 of the Corporations Act.

4.98. Proposed section 540-1 provides that a CATSI corporation may transfer its registration to one under a law of the Commonwealth, a state or territory by passing a special resolution stating its intention and complying with proposed sections 540-5 and 540-10. This proposed section is based on section 601AI of the Corporations Act.

4.99. Proposed section 540-5 provides that, to transfer its registration, a CATSI corporation must lodge an application with the Registrar with a copy of the special resolution authorising the transfer and a statement signed by the corporation’s directors that in their opinion the corporation’s creditors are not likely to be materially prejudiced by the change and setting out their reasons for that opinion. This proposed section is based on section 601AJ of the Corporations Act.

4.100. Proposed section 540-10 provides that the Registrar may make a transfer of registration declaration for a CATSI corporation under this proposed section if the Registrar is satisfied that the application complies with proposed section 540-5. The Registrar must also be satisfied that the corporation's creditors are not likely to be materially prejudiced by the transfer and that the relevant Commonwealth, state or territory law adequately provides for the corporation's legal personality after the transfer and the preservation of any rights or claims against the corporation (other than the right of a member as a member) that accrued while it was registered under the CATSI Bill. This proposed section is based on section 601AK of the Corporations Act.

4.101. Proposed subsection 540-15(1) provides that the Registrar must deregister a CATSI corporation if the Registrar makes a transfer of registration declaration for the corporation and the corporation is registered under the Commonwealth, state or territory law concerned. Under proposed subsection 540-15(2) proposed sections 546-20, 546-25, 546-30 and 546-35 do not apply to the deregistration of a CATSI corporation under this proposed section. This subsection retains the capacity of the Registrar to reinstate a corporation under proposed section 546-40. This addresses the situation, for example, where the registration under the new incorporations system is later found to be defective. This proposed section is based on section 601AL of the Corporations Act.

Amendment 127—Part 12-2—Deregistration

4.102. This amendment changes the heading to existing Part 12-1, resulting from the insertion into Chapter 12 of a new Part 12-1 dealing with the transfer of a CATSI corporation to another incorporation system.

Amendment 128—section 546-10—Deregistration-following amalgamation or winding up

4.103. This amendment substitutes proposed paragraph 546-10(1)(a), resulting from the insertion of a new Part 2-6 into the CATSI Bill by amendment 37.

Amendment 129—section 546-10—Deregistration-following amalgamation or winding up

4.104. This amendment inserts new subsections 546-10(3) and (4) into proposed section 546-10. These changes result from the insertion of a new Division 23 into Part 2-2 of the CATSI Bill. Proposed subsection 546-10(3) provides that the Registrar must deregister the amalgamating corporations upon the registration of an amalgamated corporation. Subsection 546-10(4) provides that proposed subsections 546-20(2) to (7) and proposed sections 546-25 to 546-40 do not apply to the deregistration of a CATSI corporation under proposed subsection 546-10(3). Unlike proposed subsection 540-15(2), in amendment 126 above, the capacity of the Registrar to reinstate a corporation is unnecessary here as the Registrar will have control of the administrative amalgamation.

Amendment 130—section 546-20—Effect of deregistration

4.105. This amendment omits proposed subsection 546-20(5) and substitutes a new proposed subsection. Subsection 546-20(5) is based on subsection 601AD(5) of the Corporations Act and provides that a director of a corporation must keep the corporation's book for three years after any deregistration. The equivalent provision in the Corporations Act is also a strict liability offence. This amendment maintains consistency between the two legislative regimes and inserts the maximum penalty of five penalty units for this offence which was inadvertently omitted from the CATSI Bill as introduced.

Amendment 131—section 546-25—What the Registrar does with the property

4.106. This amendment substitutes a reference to Part 12-2 with a reference to Part 12-3. This substitution results from the insertion into Chapter 12 of a new Part 12-1 dealing with the transfer of a CATSI corporation to another incorporation system.

Amendment 132—section 546-45—Regulations may modify Division in relation to statutory Indigenous land trusts

4.107. This amendment inserts a new section 546-45 into Part 12-1 of the CATSI Bill. It provides that the regulations may modify the provisions dealing with the deregistration of a CATSI corporation if it holds land for the benefit of Aboriginal persons or Torres Strait Islanders under certain laws, including the *Aboriginal Land Act 1991* (Qld). The Queensland Government is currently reviewing the *Aboriginal Land Act 1991* (Qld). As part of this review, it proposes to amend this Act to permit the Queensland Government to grant land for the benefit of Aboriginal persons, in trust, to corporations which may be registered under the CATSI Bill. Because of concerns about the fate of land held in trust by a deregistered corporation, this regulation-making power will allow the prescribing of the process to be followed if winding-up proceedings are initiated for a CATSI corporation holding land in trust granted under the *Aboriginal Land Act 1991* (Qld). The regulation making power is also broad enough to cover other state and territory land rights schemes if necessary in the future, for example, the *Torres Strait Islander Land Act 1991* (Qld). Proposed subsection 546-45(2) will provide that any regulations made to modify these provisions must not increase the maximum penalty for any offence or widen the scope of any offence. Subsection 546-45(3) provides that this proposed section does not limit proposed section 633-5 which deals with regulations for registered native title bodies corporate.

Amendment 133—Part 12-3—Unclaimed property

4.108. This amendment changes the heading to existing Part 12-2, resulting from the insertion into Chapter 12 of new Part 12-1 dealing with the transfer of a CATSI corporation to another incorporation system.

Amendments 134-144—section 604-25—Authorised use or disclosure

4.109. These amendments make some changes to proposed section 604-25 which deals with the authorised use or disclosure of protected information. These amendments correct some inconsistent terminology and missing references in the proposed section. Some of the provisions in the section refer only to the use or disclosure of ‘information’. However, this is inconsistent with the rest of proposed Part 15-2, which deals with ‘protected information’. The amendments correct this anomaly. Amendments 138 and 139 also insert two missing references to ‘officer or employee’ into proposed subsection 604-25(4). These amendments ensure consistency with the other paragraphs in this subsection and remove any doubt about the intended scope of these information sharing provisions.

Amendment 145—section 617-1—Reviewable decisions

4.110. This amendment changes table item 1 of proposed section 617-1. This item now provides that a decision by the Registrar to treat an application for registration as being withdrawn under proposed subsections 21-10(3), 22-10(3) or 23-10(3) is a reviewable decision for the purposes of proposed Part 15-4 of the CATSI Bill. This change results from the insertion of new Divisions 22 and 23 into the CATSI Bill.

Amendment 146—section 617-1—Reviewable decisions

4.111. This amendment inserts new table item 5A into proposed section 617-1. This item provides that a decision by the Registrar to make or refuse to make a direction about persons who would otherwise be disqualified from administering a compromise or arrangement under paragraph 411(7)(f) of the Corporations Act, as applied by proposed section 45(1), is a reviewable decision under the proposed Part 15-4 of the CATSI Bill. This amendment results from the insertion of new Part 2-6 into the CATSI Bill by amendment 37.

Amendment 147—section 617-1—Reviewable decisions

4.112. This amendment inserts new table items 16A and 16B into proposed section 617-1. Item 16A provides that a decision by the Registrar to refuse to make a determination exempting a CATSI corporation or its directors from an exemptible provision of Chapter 4 under proposed subsection 187-5(1), is a reviewable decision for the purposes of proposed Part 15-4 of the CATSI Bill. Table item 16B provides that a decision by the Registrar to revoke, vary or suspend a determination exempting a CATSI corporation or its directors from an exemptible provision of Chapter 4 under proposed subsection 187-5(5), is a reviewable decision for the purposes of proposed Part 15-4 of the CATSI Bill. This amendment results from the insertion of new Part 4-6 into the CATSI Bill by amendment 67.

Amendments 148-149—section 617-1—Reviewable decisions

4.113. These amendments make some technical corrections to table items 21 and 22 in proposed section 617-1.

Amendment 150—section 617-1—Reviewable decisions

4.114. This amendment inserts new table items 27A and 27B into proposed section 617-1. Item 27A provides that a decision by the Registrar to refuse to make a determination exempting a CATSI corporation or its directors from an exemptible provision of Chapter 6 under proposed subsection 310-5(1), is a reviewable decision for the purposes of proposed Part 15-4 of the CATSI Bill. Table item 27B provides that a decision by the Registrar to revoke, vary or suspend a determination exempting a CATSI corporation or its directors from an exemptible provision of Chapter 6 under proposed subsection 310-5(5), is a reviewable decision for the purposes of proposed Part 15-4 of the CATSI Bill. This amendment results from the insertion of new Part 6-8 into the CATSI Bill by amendment 84.

Amendment 151—section 617-1—Reviewable decisions

4.115. This amendment makes a technical correction to table item 31 in proposed section 617-1.

Amendment 152—section 617-1—Reviewable decisions

4.116. This amendment changes table item 31 consequential to the insertion of new Division 353 into the CATSI Bill by amendment 102.

Amendment 153—section 617-1—Reviewable decisions

4.117. This amendment inserts new table item 31A into proposed section 617-1. This item provides that a decision by the Registrar to revoke, vary or suspend a determination exempting a CATSI corporation, its directors or its auditor from record-keeping and/or reporting requirements under proposed subsection 353-3(4), is a reviewable decision for the purposes of proposed Part 15-4 of the CATSI Bill. This change corrects an oversight in the CATSI Bill as introduced.

Amendment 154—section 700-1—Dictionary

4.118. This amendment corrects a technical error in the definition of ‘document access address’.

Amendment 155—section 700-1—Dictionary

4.119. This amendment inserts a definition of ‘externally-administered body corporate’ into the dictionary of the CATSI Bill. This is consequential to the insertion of new Division 22 into the CATSI Bill.

Amendment 156—section 700-1—Dictionary

4.120. This amendment modifies the definition of ‘financial year’ as a consequence of the insertion of proposed subsection 333-5(4A) by amendment 88.

Amendment 157—section 700-1—Dictionary

4.121. This amendment inserts a definition of ‘personal information’ into the dictionary of the CATSI Bill. This is consequential to the changes made to proposed section 421-1 by amendment 107.

Amendment 158—section 700-1—Dictionary

4.122. This amendment corrects a technical error in the definition of ‘registered office’.