



Corporate reconstruction – Interposing company

About this form

Complete this form if you are interposing a new parent company between an existing company and its shareholders which results in a relevant acquisition under the landholder provisions of the *Duties Act 2001* and you are seeking a ruling or claiming an exemption in respect of the relevant acquisition.

Part A – Applicant

1. Names

For individuals, enter surname and given names.

ABN

Client number

Part B – Correspondence address

2. Correspondence address

C/o

Unit/Flat/Building

House no./Street address/PO Box

Suburb

State

Postcode

Email address

Part C – Contact person

3. Contact person's name

Contact person's telephone number

Part D – Application

4. What type of application are you making? Select one

Application for ruling Application for exemption

Part E – Corporate group details

5. Corporate group name

What is the name of the corporate group? If applicable

6. Existing company

What is the name and ABN of the existing company?

7. New parent company

What is the name and ABN of the new parent company?

8. Registration date

What was the registration date of the new parent company?

Part F – Transferee details

9. Shares acquired

Total number of issued shares acquired or to be acquired by the new parent company in the existing company/s

10. Shareholding details

Please attach the following details:

- (a) The number of shares issued in the existing company/s
- (b) The names of shareholders in the existing company/s and number of shares held by each
- (c) In the case where shares are held indirectly in the existing company, the names of the indirect shareholders and the number of shares held by each
- (d) The voting rights attached to the shares in the existing company/s
- (e) The number of shares issued in the new parent company
- (f) The names of shareholders in the new parent company and number of shares held by each
- (g) The voting rights attached to the shares in the new parent company

Part G – Declaration

An authorised person must personally sign this declaration in the presence of a qualified witness. Qualified witnesses include a Justice of the Peace, Commissioner for Declarations or Solicitor.

I declare that:

- I have read the Guide to this form.
- The transaction/s are for the purpose of changing the corporate structure to make internal adjustments to corporate arrangements.
- The transaction/s are necessary to give effect to that purpose and is/are not undertaken for any other purpose.
- The transfer, or agreement for the transfer, of the shares from the shareholders of the existing company/s to the new parent company are carried out solely for a corporate reconstruction.
- The new parent company is a company with limited liability that has been dormant from its registration until the resolution to become the new parent company of the existing company/s.
- Under the transaction, the new parent company acquires at least 90% of the issued shares and voting control of the existing company/s.
- At least 90% of the consideration for the acquisition is the issue of shares in the new parent company to the shareholders of the existing company/s.
- Each shareholder of the existing company/s whose shares are acquired by the new parent company will receive consideration equal in value to the value of the shareholder's shares in the existing company/s.
- Immediately after the transfer of shares in the existing company/s, at least 90% of the issued shares in the new parent company will consist of the shares it issued as consideration for the acquisition of shares in the existing company/s.
- If, within 3 years after the acquisition to which an exemption from duty for corporate reconstruction was applied, the transferor or transferee cease to belong to the same corporate group, the Office of State Revenue will be notified by Form OSR - D10.3 within 28 days after the event and the relevant instruments for reassessment will be provided.
- I am authorised by the corporate group to make this declaration on its behalf.
- The information supplied is true and correct.

I make this solemn declaration conscientiously believing the same to be true, and by virtue of the provisions of the *Oaths Act 1867*.

Authorised person's signature	<input type="text"/>
Authorised person's name	<input type="text"/>
Date	<input type="text"/>
Qualified witness signature	<input type="text"/>
Qualified witness name	<input type="text"/>
Date	<input type="text"/>

The Office of State Revenue is collecting the information on this form for the purposes of administering State revenue. Collection of this information is authorised by the *Duties Act 2001*. Your personal information will not be disclosed without your consent except in the circumstances outlined in the *Taxation Administration Act 2001* or as otherwise authorised by law.

Office of State Revenue
GPO Box 2593
Brisbane Qld 4001

Client Contact Centre Ph: 1300 300 734

Visit our website at www.osr.qld.gov.au for service centre locations and to obtain public rulings, information and approved forms relating to this and other State taxation subjects.

Guide to applying for a ruling or an exemption for a corporate reconstruction involving the interposition of a company

Do not return this Guide with the completed form. Retain the Guide for future reference.

Is the corporate group eligible for a ruling or exemption?

Complete and lodge Form OSR – D10.1 to apply for a ruling on whether a proposed relevant acquisition will be exempt from duty, or to claim an exemption in respect of a relevant acquisition where a new parent company is interposed between an existing company and its shareholders.

Amongst other things, for an exemption to apply:

- the new company must, solely for the purposes of a corporate reconstruction, acquire at least 90% of the issued shares and voting control of the existing company.
- if the new parent company is interposed between more than one existing company and their shareholders, those same shareholders must have owned, directly or indirectly, at least 90% of the issued shares in the existing companies and have had voting control of the existing companies before the acquisition by the new parent company.

What are the corporate group's obligations?

Where the Commissioner has, on an application for a ruling, decided a relevant acquisition will be exempt from duty, and subsequently the Landholder duty statement for the acquisition is lodged for assessment, the exemption will not apply if:

- the statement submitted with the application for exemption differs in a material particular to the draft lodged with the application for the ruling; or
- the circumstances existing in relation to the acquisition at the time of the application for exemption are materially different from the circumstances existing at the time of the application for the ruling; or
- the information given with the application for the ruling was false or misleading in a material particular; or
- after the ruling has been made but before the application for the exemption was decided, a legislative change took effect or a judgment of a court was given, or a decision was made by the Queensland Civil and Administrative Tribunal and the change or judgment or decision would, if it had taken effect been given or decided before the ruling was made, have materially affected the ruling made by the Commissioner.

If duty is assessed on a relevant acquisition on the basis that an exemption applies and within 3 years after the acquisition the transferor or transferee cease to belong to the same corporate group, the Commissioner must make a reassessment to impose duty on the relevant acquisition as if the exemption from duty had never applied.

Within 28 days after either of the events listed above happening you are required to lodge the Notice for reassessment (Form OSR – D10.3) together with the stamped documents required for the reassessment of duty.

If you have not complied with the exemption requirements you will be required to pay additional duty. Unpaid tax interest and penalty tax will also be calculated and imposed.

Failure to give either notice of reassessment in the approved form when required is an offence under the *Taxation Administration Act 2001*.

How to complete the application for a ruling or exemption (Form OSR – D10.1)

This form has 7 parts (labelled A-G) and smaller questions within each part numbered individually. When completing this form, please print or type all responses in boxed spaces and tick appropriate boxes. If there is insufficient space, please attach additional forms or pages.

A draft Landholder duty statement (Form OSR – D3.3) and enough information to enable the Commissioner to make a ruling must accompany your application for a ruling. An executed Landholder duty statement (Form OSR – D3.3) and enough information to enable the Commissioner to make an assessment must accompany your application for an exemption.

Question 1 – Applicant

Provide the full name, ABN and client number for the applicant, if available. If you have received correspondence from us in the past, your client number may be contained in that correspondence.

Question 3 – Contact person

The person that we should contact in relation to this application.

Question 4 – Application

Application can be made for a ruling on whether a proposed relevant acquisition will be exempt from duty, or for an exemption in respect of a relevant acquisition.

Question 5 – Corporate group name

Please provide the corporate group's name, if applicable.

Question 6 – Existing company

Provide the name and ABN of the existing company (the company in which shares are being transferred from the shareholders to the new parent company). If there is more than 1 existing company, attach a separate sheet.

Question 7 – New parent company

Provide the name and ABN of the new parent company. The new parent company is the parent company being interposed between the existing company/s and the existing company/s shareholders.

Question 8 – Registration date

Show the date that the new parent company was registered.

Question 9 – Shares acquired

Insert the number of shares acquired by the new parent company from the shareholders of the existing company/s.

Question 10 – Shareholder details

Attach a schedule including all the required details for those things that are listed.

Meaning of Terms

Company

A body corporate other than a corporation sole.

Corporate group

All companies that are group companies form a corporate group.

Corporate reconstruction

A corporate reconstruction happens when:–

- transactions are being undertaken for the purpose of changing a corporate structure to make internal adjustments to corporate arrangements;
- the transactions are necessary to give effect to the purpose and are not undertaken for any other purpose; and
- the transfer, or agreement for the transfer, of the property is not part of an arrangement under which any company involved with any of the transactions ceases to belong to the same corporate group other than in circumstances mentioned in section 412(4) of the Act.

Dormant

Means the company has not in the period:

- (a) had any assets or liabilities other than share capital for subscriber shares or shares issued to replace subscriber shares of the same value on their redemption; or
- (b) been party to an agreement or a beneficiary or trustee of a trust; or
- (c) issued or sold any shares or rights relating to shares other than subscriber shares, rights relating to subscriber shares or shares issued to replace subscriber shares of the same value on their redemption.

Group company

Each of the group companies.

Group companies

Where a company is a subsidiary of another company, both companies are group companies. Also, if 2 or more companies are the subsidiary of another company, all the companies are group companies.

Parent company

A company is a parent company of another company if:

- (a) it directly owns, other than as trustee, at least 90% of the issued shares in the other company; and
- (b) has voting control over the other company.

Subsidiary

A company (the “first company”) is a subsidiary of another company if at least 90% of the issued shares in the first company are owned, other than as trustee, and voting control of the first company is held by 1 or more of the following companies:

- (a) the other company;
- (b) 1 or more other subsidiaries of the other company;
- (c) the other company and 1 or more other subsidiaries of the other company.

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