

Guide to applying for a ruling or an exemption on a corporate reconstruction for intra-group transfers

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 QRO—D10.2 to apply for a ruling on whether a proposed transaction or acquisition will be exempt from duty or to apply for an exemption in respect of a dutiable transaction or a relevant acquisition. Draft documents and enough information to enable the commissioner to make a ruling must accompany your application for a ruling. Executed documents and enough information to enable the commissioner to make an assessment must accompany your application for an exemption.

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 that 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.

What are the corporate group's obligations?

Where the commissioner has, on an application for a ruling, decided the transaction or acquisition would be exempt from duty, and subsequently the instruments are lodged for assessment of nil duty, the exemption will not apply if:

- the instruments submitted with your application for exemption differ in a material particular to the drafts of the instruments lodged with your application for the ruling
or
- the circumstances existing in relation to the transaction or 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, and the change or judgment would, if it had taken effect or been given before the ruling was made, have materially affected the ruling made by the Commissioner.

If duty is assessed on a dutiable transaction or relevant acquisition on the basis that an exemption applies and within three years after the transaction or acquisition the transferor or transferee cease to belong to the same corporate group or part or all of the consideration for the transaction or acquisition is provided or received other than as permitted by section 406(2)(c)(ii) or (iii) of the Act, the Commissioner will make a reassessment to impose duty on the dutiable transaction or relevant acquisition as if the exemption from duty had never applied.

Within 28 days after either of the events listed above happens you must lodge the Notice for reassessment (Form QRO—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 an application for a ruling or exemption on a corporate reconstruction for intra-group transfers

This form has 8 parts (labelled A–H) 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.

Question 1—Applicant

Provide the full name, ABN and client number, 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 transaction or acquisition will be exempt from duty or the application can be for an exemption in respect of a dutiable transaction or a relevant acquisition.

Question 5—Corporate group name

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

Question 6—Corporate group structure

Please attach a schedule including the following details for each group company:

- Company name
- ACN/ABN
- Date of registration
- Date when company became a part of the corporate group
- Percentage of shares held in any other group company

Question 7—Corporate group changes

If any group companies have left/returned to the corporate group, please provide a schedule showing the details as listed on the form. Only include group companies that have at any time acquired or transferred any of the group property at question 12.

Question 10—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.

Question 11—Relationship

Please choose the relevant relationship between the transferor/transferee. If more than one applies, choose all that apply. The transferor/transferee relationship provides the conditions for determining whether the property transferred is group property. If none of the relationships listed apply, the exemption will not apply.

For transactions where the transferor and the transferee became group companies in circumstances in section 409(1) of the Act, please attach the following:

- (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 numbers 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 parent company, and
- (f) The names of the shareholders in the new parent company and the number of shares held by each
- (g) The voting rights attached to the shares in the parent company, and
- (h) A statement from an authorised officer of the corporate group addressing the requirements of section 409(1) of the Act listed below:
 - 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.
 - 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 the 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 the shares in the existing company/s.

Question 12—Transaction or acquisition details

Provide details of the property acquired/to be acquired by the transferee and, if you are applying for an exemption, the date of the transaction or acquisition.

If applying for a ruling, you must also attach a draft copy of the instruments/documents evidencing the transfer/s. If there are no instruments/ documents that evidence the transfer/s, a Form QRO—D2.3 Transfer duty statement must be attached.

If applying for an exemption, you must also attach the executed instruments/documents evidencing the transfer/s and the relevant approved form for the particular transaction/s (Form QRO—D2.2 Dutiable transaction statement). If no instruments/documents evidence the transfer/s, a Form QRO—D2.3 Transfer duty statement must also be attached.

Question 13—Previous transaction or acquisition

If the property the subject the application was acquired from another group company, provide the date the transferor acquired the property. List all transactions (including dates of transfer, transferor details and transferee details) back to the date the property was acquired from outside the corporate group.

Question 14—Previous ruling/exemption

Correspondence that you may have received from this office in regard to the previous ruling or exemption should include our reference.

Question 15—Property held on trust

Please select the appropriate answers.

Question 16—Dutiable transactions made under an arrangement

Please answer each question. If yes to any question, the exemption will not apply.

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:

- 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
- been party to an agreement or a beneficiary or trustee of a trust
or
- 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.

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

Queensland Revenue Office
GPO Box 2593
Brisbane Qld 4001
Email: duties@treasury.qld.gov.au
Ph: 1300 300 734

Visit qro.qld.gov.au for information about duties and other state taxes.

FORM QRO—D10.2

Version 5—Effective October 2023

Duties Act 2001 sections 410 & 411



Queensland
Government

Corporate reconstruction—Intra-group transfers

About this form

Complete this form to apply for a ruling on whether a proposed transaction or acquisition carried out for a corporate reconstruction will be exempt from duty or to apply for an exemption in respect of a dutiable transaction or a relevant acquisition carried out for a corporate reconstruction.

Before you begin, you should read the 'Guide to corporate reconstruction—Intra-group transfers' to make sure that you understand the meaning of terms used in this form and your obligations.

Part A—Applicant

1.	Name	
	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

5.	Corporate group name	
	What is the name of the corporate group? If applicable	

6. Corporate group structure

Attach a schedule including the following details for each group company:

- Company name
- ACN/ABN
- Date of registration
- Date company became part of the corporate group
- Percentage of shares held in any other group company

7. Corporate group changes

Have any group companies who may have previously acquired/transferred any of the group property the subject of this application left/returned to the corporate group?

☐ Yes ☐ No

If yes, attach a schedule including the following details for each relevant group company:

- Company name
- Date left/returned to corporate group
- List of property held at each date of leaving/returning to corporate group

Part F—Party details

8. Transferor

What is the name and ABN of the transferor company?

9. Transferee

What is the name and ABN of the transferee company?

10. Group companies

Are both the transferor and transferee group companies?

☐ Yes If yes, go to next question ☐ No If no, no exemption applies.

11. Relationship

What is the relationship between the transferor and transferee companies?

Select all that apply from the following list

☐ the transferor and transferee:

- (a) were group companies before the property, or an interest of at least 90% in the property, was first owned by the transferor or another group company; and
 - (b) have been group companies at all times subsequent during which the property, or an interest of at least 90% in the property, has been continuously owned by the transferor or another group company
- For property that consists of a lot on a plan, refer to sections 407 (3) & (4) of the *Duties Act 2001* ('The Act').

☐ the transferor and transferee:

- (a) were group companies before the property, or an interest of at least 90% in the property, came into ownership of the transferor or another group company by way of a transaction for which transfer duty, or an equivalent duty under a corresponding Act, has been paid, and
- (b) have been group companies at all times subsequent during which the property, or an interest of at least 90% in the property, has been continuously owned by the transferor or the other group company

For property that consists of a lot on a plan, refer to sections 407 (3) & (4) of the Act.

- ☐ the transferor or transferee is the new parent company of the other party to the transfer and the transferor and the transferee became group companies in the circumstances mentioned in section 409 (1)(a) to (c) (see Guide question 11 regarding additional requirements)
- ☐ the transferee is the parent company of the transferor and landholder duty was imposed and paid for the transferee acquiring its shares in the transferor
- ☐ the transferee is the parent company of the transferor, and the transferee acquired at least 70% of the shares of the transferor because of a takeover bid, under the Corporations Act, chapter 6, for the shares if they were quoted securities under that Act
- ☐ the transferor and transferee have been group companies for 3 years
- ☐ the transfer is between a parent company and a subsidiary of it, and either of the following apply:
- (a) the parent company became the parent company of the subsidiary on its registration; or
 - (b) the parent company became the parent company of the subsidiary after its registration and the subsidiary has been dormant since its registration; and
 - (c) the parent company remained the parent company of the subsidiary from its registration or from when it became the subsidiary's parent company until the property is transferred.

Part G—Transaction

12. Transaction or acquisition details

List details of the transaction or acquisition for which a corporate reconstruction ruling or exemption is being requested. Include the property that is the subject of the transaction or acquisition and, if applying for an exemption, the date of the transaction or acquisition.

Drafts of the proposed documents (ruling) or the executed documents (exemption) must be lodged with your application.

Date	Transaction or acquisition details

13. Previous transaction or acquisition

Did the transferor acquire the property listed at question 12 from another group company? ☐ Yes ☐ No

If yes, provide historical details of each transaction up to current ownership by the transferor, including details of when the property was acquired from outside the corporate group (include property details, date of transfer, transferor name and transferee name).

14. Previous ruling/exemption

Has a corporate reconstruction ruling/exemption previously been granted in regard to the transaction/acquisition listed at question 12?

☐ Yes ☐ No

If yes, provide full details and any reference numbers.

15. Property held on trust

(a) Does the transferor hold the property as trustee?

☐ Yes ☐ No

If no, go to question 15(b). If yes, answer each of the following questions.

(i) Does the transferor hold property as trustee for the beneficiaries of a fixed trust, including a unit trust?

☐ Yes ☐ No

(ii) Does the transferor hold at least 90% of the issued shares of the transferee as trustee for the beneficiaries/unit holders of the trust?

☐ Yes ☐ No

(iii) Are the transferee and beneficiaries/unitholders of the trust, group companies?

☐ Yes ☐ No

If yes to all of the above, proceed to question 15(b). If no, to any of the above, no exemption applies

(b) Does/will the transferee hold the property as trustee?

☐ Yes ☐ No

If yes, no exemption applies.

16. Dutiable transactions/acquisitions made under an arrangement

Has the dutiable transaction/acquisition been made under an arrangement under which:

(a) part or all of the consideration for the dutiable transaction has or is to be provided or received directly or indirectly by a person other than a group company?

☐ Yes ☐ No

(b) a group company is to be enabled to provide any of the consideration by a person other than:

(i) a financial institution by way of loan on ordinary commercial terms;

(ii) a group company; or

(ii) under an offer and sale of shares to the public in the circumstances mentioned in section 412(4)(b) of the Act?

☐ Yes ☐ No

(c) a group company is to dispose of any of the consideration through a payment or other disposition to a person other than a group company; or to a person other than by way of loan on ordinary commercial terms?

☐ Yes ☐ No

If yes, to any of the above, the exemption does not apply. If no to all of the above, proceed to the declaration.

Part H—Declaration

I declare that:

- I have read the guide to this form.
- I am authorised by the corporate group to make this declaration on its behalf.
- 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 are not undertaken for any other purpose.
- 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 the circumstances mentioned in section 412(4) of the Act.
- If, within 3 years after the transaction or acquisition to which an exemption for particular duties for corporate reconstruction was applied:
 - (a) the transferor or transferee has ceased to belong to the same corporate group; or
 - (b) part of all the consideration for the transaction or acquisition is provided or received other than as permitted by section 406(2)(c)(ii) or (iii) of the Act;Queensland Revenue Office will be notified by a Notice for reassessment—Corporate reconstruction exemption (Form QRO—D10.3) within 28 days after the event at (a) or (b) occurs and the relevant instruments for reassessment of the transaction or acquisition provided.
- The information supplied on this form is true and correct.
- I understand it is an offence under sections 122 and 123 of the *Taxation Administration Act 2001* to give a document containing information, or state anything, to the Commissioner that is known, or should reasonably be known, to be false or misleading in a material particular.

Authorised person's signature

Authorised person's name

Date

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Queensland Revenue Office
GPO Box 2593
Brisbane Qld 4001
Email: duties@treasury.qld.gov.au
Ph: 1300 300 734

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