NSW GOVERNMENT Fair Trading

ABN 81 913 830 179

Form C5

Aug 2019

Application to Register an Existing Corporation as a Co-operative

Co-operatives National Law (NSW) Part 2.1, Division 5

Fee must accompany form
See information under fees

Web: www.fairtrading.nsw.gov.au/associations-and-co-operatives/co-operatives

Registry Services, PO Box 22, Bathurst, NSW 2795

Telephone: (02) 6333 1400 or 1800 502 042

THINGS TO KNOW BEFORE STARTING YOUR APPLICATION

This form is to be used by an existing body (including corporations, indigenous corporations and incorporated associations) applying to transfer its incorporation to a co-operative.

Before applying for registration of a co-operative you must have the rules and, if applicable, the formation disclosure statement approved by NSW Fair Trading. If you have not already done this, before lodging this form you must first complete an *`Application to Approve Co-operative Rules and Formation Disclosure Statement' (Form C1)* available on the NSW Fair Trading website.

This form **must** be lodged within 2 months after the formation meeting.

Eligibility

To be eligible for registration, a proposed co-operative must meet both the following criteria:

- Must have a membership of:
  - in the case of a co-operative group, 2 or more co-operatives; or
  - in the case of any other co-operative, 5 or more active members.
- Must have held a formation meeting.

How to complete this form

- Please use a blue or black pen and print clearly using block letters.
- **Complete all parts of the form and the contact details in all cases.**
- Attachments are required as part of this application. Refer to the documents checklist at part 12.

Fees

- The application fee where a disclosure statement is not required: $110.00
- The application fee where a disclosure statement is required: $383.00

How to lodge and pay

- **Email** scanned form to **registrylodgements@customerservice.nsw.gov.au**.
- **Post** the completed form and payment to **Registry Services, PO Box 22, Bathurst NSW 2795.**
- **In person** at any **Service NSW Centre**.
- **The application fee must be paid at the time of application.** There is no GST payable. Payment can be made by
  - cheque or money order made payable to `NSW Fair Trading'; or
  - credit card by completing the payment details on last page. Please note that when paying by credit card a surcharge of 0.40% will be charged on the total amount due.
- Receipts will only be issued on request.

What happens when you lodge your application

- The application will be reviewed. You will be notified in writing if further information is required.
- If your application is approved, the co-operative will be registered and you will receive a certificate of registration.
- If your application is refused, you will receive written notification of the reasons.
- If any change occurs in the information you have provided in your application, you must notify NSW Fair Trading as soon as possible.

The *Co-operatives National Law (NSW)* can be found at the Appendix to the NSW *Co-operatives (Adoption of National Law) Act 2012*.

The above information is intended as a guide only and is included to assist you in completing and lodging this form. This page is not part of the form. If required, professional advice should be obtained regarding the matters dealt with in this form.

Application to Register an Existing Corporation as a Co-operative

C5

Co-operatives National Law (NSW) Part 2.1, Division 5

Details of proposed co-operative

1. Name of proposed co-operative

	Limited

2. Details of existing corporation

This application for the registration of an incorporated association is made on behalf of: (choose one only)

☐ a company registered under the *Corporations Act 2001*

Name

Registration number

OR

☐ an incorporated association registered under the *Associations Incorporation Act 2009*

Name

Registration number

OR

☐ an Aboriginal and Torres Strait Islander corporation registered under the *Corporations (Aboriginal and Torres Strait Islander) Act 2006*

Name

Indigenous Corporation Number

3. Date formation meeting held (dd/mm/yyyy)

4. Type of co-operative

☐ A distributing co-operative with share capital

☐ A non-distributing co-operative that has share capital

☐ A non-distributing co-operative that has no share capital

5. What is the address of the proposed co-operative's registered office?

This must be located in New South Wales and must be a street address. PO boxes cannot be accepted

Address (including state and postcode)	Town/Suburb	State	NSW	Postcode

6. What is the postal address of the proposed co-operative's?

Can be a PO box

Same as registered office	☐ Yes ☐ No, specify different address below			
Address (including state and postcode)	Town/Suburb	State		Postcode

7. Co-operative contact number and email

Daytime telephone number	
Email address to receive all electronic correspondence	

8. Date of financial year end (mm/yyyy) (As set out in the co-operative's rules)

/	

9. For the first financial year of the proposed co-operative is it estimated:

The co-operative will issue shares to more than 20 prospective members during the financial year and the amount raised in that year by the issue of those shares will exceed $2 million?	☐ Yes ☐ No
The co-operative will have securities on issue to non-members other than: • shares in the co-operative; and • securities issued in respect of the co-operative's obligations under section 163 of the Law.	☐ Yes ☐ No
The consolidated revenue of the co-operative and the entities it controls (if any) calculated in accordance with accounting standards, will be $8 million or more at the end of the financial year?	☐ Yes ☐ No
The value of the consolidated gross assets of the co-operative and the entities it controls (if any) calculated in accordance with accounting standards, will be $4 million or more at the end of the financial year?	☐ Yes ☐ No
The number of employees of the co-operative and the entities it controls (if any) will be 30 or more at the end of the financial year? In counting employees, part-time employees are to be taken into account as an appropriate fraction of a full-time equivalent. For example, four half-time employees should be counted as two employees.	☐ Yes ☐ No

10. Provide details of the directors elected to the co-operative board at the formation meeting.

At least 2 board members **must** be resident in Australia. If more than 5 board members, attach a separate list with the additional board member details as specified below.

Director

Given name(s) (in full)	
Surname	
Residential address (including state and postcode)	Town/Suburb State Postcode
Occupation	
Date of birth (dd/mm/yyyy)	
Place of birth	

Director

Given name(s) (in full)	
Surname	
Residential address (including state and postcode)	Town/Suburb State Postcode
Occupation	
Date of birth (dd/mm/yyyy)	
Place of birth	

Director

Given name(s) (in full)	
Surname	
Residential address (including state and postcode)	Town/Suburb State Postcode
Occupation	
Date of birth (dd/mm/yyyy)	
Place of birth	

Director

Given name(s) (in full)	
Surname	
Residential address (including state and postcode)	Town/Suburb State Postcode
Occupation	
Date of birth (dd/mm/yyyy)	
Place of birth	

Director

Given name(s) (in full)	
Surname	
Residential address (including state and postcode)	Town/Suburb State Postcode
Occupation	
Date of birth (dd/mm/yyyy)	
Place of birth	

11. Co-operative Secretary.

The co-operative **must** have a secretary, who must be a resident in Australia.

Given name(s) (in full)	
Surname	
Residential address (including state and postcode)	Town/Suburb State Postcode
Occupation	
Date of birth (dd/mm/yyyy)	
Place of birth	
Also a director?	☐ Yes ☐ No

12. Chief Executive Officer (Optional).

If the co-operative is to have a chief executive officer (CEO) please provide details here.

Given name(s) (in full)	
Surname	
Residential address (including state and postcode)	Town/Suburb State Postcode
Occupation	
Date of birth (dd/mm/yyyy)	
Place of birth	
Also a director?	☐ Yes ☐ No

Document checklist

12. Your application cannot be processed without the following documents:

☐	2 copies of the proposed rules of the new co-operative. Both copies must be signed and certified by the persons who acted as chairperson and secretary at the formation meeting.
☐	If you are proposing to be a distributing co-operative or you were directed by the Registrar to present a disclosure statement, you must also attach one copy of the formation disclosure statement presented at the formation meeting. The copy must be signed and certified by the directors or committee of management of the corporation.
☐	A written declaration, signed by the directors of committee of management of the corporation, no more than 28 days before the application for registration and stating that at a meeting of the directors or committee they formed the opinion the corporation will be able to pay its debts as they fall due.
☐	A report in the approved form (balance sheet) as to the affairs of the corporation and showing its assets and liabilities, made up to the latest practicable date before the application.
☐	A copy of the constituent documents of the corporation in force at the date of the application.
☐	A registration document to evidence the incorporation or registration of the corporation.

Declaration and signature

Who must sign this application

- **For existing corporation applicants** - 2 directors of the corporation or if a sole director corporation, 1 director and the secretary of the corporation.
- **For existing incorporated association applicants** - 2 authorised signatories of the incorporated association.

13. I declare that:
    - A resolution has been passed approving the proposed registration and any amendment of its existing constituent documents necessary to enable the corporation to comply with the *Co-operatives National Law (NSW)*.
    - A formation meeting was held on the date specified in this application, at which the attached co-operative rules were passed in accordance with the *Co-operatives National Law (NSW)*.
    - If a disclosure statement is attached, the disclosure statement has been presented and passed at the formation meeting in accordance with the *Co-operatives National Law (NSW).*
    - No director of the proposed co-operative is disqualified under sections 181 and 182 of the *Co-operatives National Law (NSW).*
    - At least two directors of the proposed co-operative are ordinarily resident in Australia in accordance with s172 of the *Co-operatives National Law (NSW).*
    - The proposed co-operative has the prescribed number of active members in accordance with the *Co-operatives National Law (NSW).*
    - The primary and majority of activities of the proposed co-operative will be conducted in New South Wales.
    - The particulars contained in this application and other documents are true and correct. I acknowledge that it is an offence under section 514 of the *Co-operatives National Law (NSW)* to provide the Registrar with false or misleading documents.

Signature

Signature	
Printed name	
Date of signing (dd/mm/yyyy)	
Position (office) held	

Signature

Signature	
Printed name	
Date of signing (dd/mm/yyyy)	
Position (office) held	

Privacy - NSW Fair Trading is committed to responsible and fair handling of your personal information, consistent with the laws we administer and the *Privacy and Personal Information Protection Act 1998*. Some information on this form will be placed on a public register in accordance with the *Co-operatives National Law (NSW)*. We may be unable to process this form if you do not provide the required information. You can contact us at any time to request access to the personal information we hold about you. In exceptional circumstances, you may apply to have public access to your personal information restricted. Our privacy statement and other privacy information are available at the **NSW Fair Trading website** or on request.

THIS PAGE DOES NOT CONSTITUTE PART OF THE FORM AND WILL NOT BE PLACED ON THE REGISTER OF CO-OPERATIVES.

Who should NSW Fair Trading contact if there is a query about this form?

Surname		Given name(s)	
Title		Daytime telephone	
Address			
Town/suburb		State	Postcode
Email			

Credit card details

ONLY VISA & MASTERCARD CAN BE ACCEPTED

Please note that when paying by credit card a surcharge of 0.40% will be charged on the total amount due.

I the undersigned authorise NSW Fair Trading to deduct the following amount plus surcharge from my credit card

Amount (please select one)	☐ $110.00 - no disclosure statement required ☐ $383.00 - disclosure statement required
Name on card	
Cardholder signature	
Date signed (dd/mm/yyyy)	
Daytime telephone number of card holder	

(For added security all information below the line is destroyed upon completion of processing)

Card no	-- -- --	Expiry date (mm/yyyy)	/