| **Corporations Act**  **Section Reference** | **Description of Section** | **Relevant Legislation Change** | **New forms, Software Changes and Workflow Operational Changes** |
| --- | --- | --- | --- |
| Schedule 1 |  | The object of this Schedule is to ensure that any person registered as a liquidator:  (a) has an appropriate level of expertise; and  (b) behaves ethically; and  (c) maintains sufficient insurance to cover his or her liabilities in practising as a registered liquidator.  (2) The object of this Schedule is also:  (a) to regulate the external administration of companies consistently, unless there is a clear reason to treat a matter that arises in relation to a particular kind of external administration differently; and  (b) to regulate the external administration of companies to give greater control to creditors. |  |
| Division 20—Registering liquidators |  | A registered liquidator must:  (a) lodge an annual return with ASIC that includes proof that the liquidator has appropriate insurance; and  (b) give ASIC notice if the liquidator’s circumstances change or if certain other events happen. | There will be a new/replacement form equivalent to the existing ASIC Form  **Form** [**908 Annual statement by a liquidator.**](http://www.asic.gov.au/regulatory-resources/forms/forms-folder/908-annual-statement-by-a-liquidator/) |

| **Corporations Act**  **Section Reference** | **Description of Section** | **Relevant Legislation Change** | **New forms, Software Changes and Workflow Operational Changes** |
| --- | --- | --- | --- |
| **Corporations Act**  **Section Reference** | **Description of Section** | **Relevant Legislation Change** | **Software and Workflow Operational Changes** |
| Schedule 3 | | | |
| Part 1—Payments for property | | | |
| Subsection 443B(3)  **[s443b](http://www.austlii.edu.au/au/legis/cth/consol_act/ca2001172/s443b.html)** | Payments for property used or occupied by, or in the possession of, the company | Repeal the subsection, substitute:  (3) Within 5 business days after the beginning of the administration, the administrator may give to the owner or lessor a notice that:  (a) specifies the property; and  (b) states that the company does not propose to exercise rights in relation to the property; and  (c) if the administrator:  (i) knows the location of the property; or  (ii) could, by the exercise of reasonable diligence, know the location of the property;  specifies the location of the property. | We don’t anticipate any changes to the standard templates for circulars to lessors, but, practitioners are advised to review any custom templates that may refer to the relevant revised sections. |
| Part 2—Contravention of deed of company arrangement | | | |
| 445HA | Notification of contravention of deed of company arrangement | **Director** to notify administrator  (1) If a director of a company that is subject to a deed of company arrangement becomes aware that:  (a) there has been a material contravention of the deed by a person bound by the deed (who may be the director); or  (b) there is likely to be a material contravention of the deed by a person bound by the deed (who may be the director);  the director must, as soon as practicable after becoming aware of the contravention or likely contravention, give notice of the contravention or likely contravention to the administrator of the deed of company arrangement. The notice must be in the prescribed form. | **A new ASIC Form is to be published**  The directors’ notice may be attached as a schedule to the DOCA in future providing the means for the director to notify the administrator  A pro-forma will be added where a practitioner prepares the form on behalf of the directors. |
| 445HA | Notification of contravention of deed of company arrangement | **Administrator** to notify company’s creditors  (2) If the administrator of a deed of company arrangement becomes aware that:  (a) there has been a material contravention of the deed by a person bound by the deed (who may be the administrator); or  (b) there is likely to be a material contravention of the deed by a person bound by the deed (who may be the administrator);  the administrator must, as soon as practicable after becoming aware of the contravention or likely contravention, give notice of the contravention or likely contravention to as many of the company’s creditors as reasonably practicable. The notice must be in the prescribed form. | **A new ASIC Form is to be published**  Administrator will need to notify a company’s creditors of contravention of DOCA. |
| After paragraph 482(2A)(d)  [**s482**](http://www.austlii.edu.au/au/legis/cth/consol_act/ca2001172/s482.html) |  | Insert:  (da) any notice that has been given to the administrator of the deed of company arrangement or the company’s creditors under section 445HA (notification of contravention of deed of company arrangement); |  |
| Part 3—Company’s former name | | | |
| Subsection 161A(6)  [**s161a**](http://www.austlii.edu.au/au/legis/cth/consol_act/ca2001172/s161a.html) | Company under external administration--former name to be used on documents | (6A) As soon as practicable after applying for leave under subsection (3), the applicant must lodge with ASIC a notice stating that the application has been made. The notice must be in the prescribed form. | **New ASIC Form 526**  A new ASIC Form is to be published |
| Part 4—Termination of deed of company arrangement | | | |
| 446AA  [s446a](http://www.austlii.edu.au/au/legis/cth/consol_act/ca2001172/s446a.html) | Administrator becomes liquidator in certain cases | Notice of resolution  (4) The liquidator must:  (a) within 5 business days after the day on which the company is taken to have passed the resolution, lodge with ASIC a written notice in the prescribed form:  (i) stating that the company is taken because of this section to have passed such a resolution; and  (ii) specifying that day; and  (b) cause the notice to be published, within 5 business days after that day, in the prescribed manner. | **ASIC will issue an updated Form 509D** |
| Part 5—Relation-back day | | | |
| Section 9 (definition of relation-back day) |  |  | Calculation of relation-back day. |
| Part 6 – Miscellaneous Amendments | | | |
| Section 418 |  | Non-material software change |  |
| Paragraph 435C(3)(h) |  | Non-material software change |  |
| After subsection 436DA(4)  [**s436da**](http://www.austlii.edu.au/au/legis/cth/consol_act/ca2001172/s436da.html) | Declarations by administrator--indemnities and relevant relationships | Insert:  (4A) As soon as practicable after making a declaration under subsection (2), the administrator must lodge a copy of the declaration with ASIC.  Note: Failure to comply with this subsection is an offence (see subsection 1311(1)). | There is now a requirement to lodge the Declaration of Independence, Relevant Relationships and Indemnities (“DIRRI”) with ASIC.  The DIRRI document is prepared in accordance with the prescribed format (issued by ARITA).  The DIRRI document will be uploaded to ASIC via the liquidators’ portal.  There will be an ASIC online web page for this process to confirm declarations made. |
| After subsection 436DA(6)  [**s436da**](http://www.austlii.edu.au/au/legis/cth/consol_act/ca2001172/s436da.html) | Declarations by administrator--indemnities and relevant relationships | Insert:  (6A) As soon as practicable after making a replacement declaration under subsection (5), the administrator must lodge a copy of the replacement declaration with ASIC.  Note: Failure to comply with this subsection is an offence (see subsection 1311(1)). | Same as above. Lodgement of DIRRI. |
| Subsection 442C(4) | When administrator may dispose of encumbered property | Non-material software change |  |
| After subsection 449CA(4)  [**s449ca**](http://www.austlii.edu.au/au/legis/cth/consol_act/ca2001172/s449ca.html) | Declarations by administrator--indemnities and relevant relationships | Insert:  (4A) As soon as practicable after making a declaration under subsection (2), the administrator must lodge a copy of the declaration with ASIC.  Note: Failure to comply with this subsection is an offence (see subsection 1311(1)). | Same as above. Lodgement of DIRRI. |
| After subsection 449CA(6)  [**s449ca**](http://www.austlii.edu.au/au/legis/cth/consol_act/ca2001172/s449ca.html) | Declarations by administrator--indemnities and relevant relationships | Insert:  (6A) As soon as practicable after making a replacement declaration under subsection (5), the administrator must lodge a copy of the replacement declaration with ASIC.  Note: Failure to comply with this subsection is an offence (see subsection 1311(1)). | Same as above. Lodgement of DIRRI. |
| Paragraph 477(1)(a) | Powers of liquidator | Non-material software change |  |
| Paragraph 491(2)(a)  [**s491**](http://www.austlii.edu.au/au/legis/cth/consol_act/ca2001172/s491.html) | Circumstances in which company may be wound up voluntarily | “lodge with ASIC, in the prescribed form, a notice setting out the text of the resolution” | This lodged on the existing prescribed form  **ASIC Form 205 - Notification of resolution** |
| After subsection 506A(2)  [**s506a**](http://www.austlii.edu.au/au/legis/cth/consol_act/ca2001172/s506a.html) | Declarations by liquidator--relevant relationships | Insert:  (3) As soon as practicable after making a declaration under subsection (2), the administrator must lodge a copy of the declaration with ASIC.  Note: Failure to comply with this subsection is an offence (see subsection 1311(1)). | Same as above. Lodgement of DIRRI.  The lodgement of the DIRRI in regard to a CVL will not be required until 1 September 2017. |
| After subsection 506A(5)  [**s506a**](http://www.austlii.edu.au/au/legis/cth/consol_act/ca2001172/s506a.html) | Declarations by liquidator--relevant relationships | Insert:  (6) As soon as practicable after making a replacement declaration under subsection (4), the administrator must lodge a copy of the replacement declaration with ASIC.  Note: Failure to comply with this subsection is an offence (see subsection 1311(1)). | Same as above. Lodgement of DIRRI.  The lodgement of the DIRRI in regard to a CVL will not be required until 1 September 2017. |
| At the end of section 579A  [**s579a**](http://www.austlii.edu.au/au/legis/cth/consol_act/ca2001172/s579a.html) | Court may vary or terminate pooling determination | Add:  (3) If the Court makes an order under subsection (1), the applicant for the order must:  (a) lodge with ASIC a notice setting out the text of the order; and  (b) do so within 2 business days after the making of the order.  The notice must be in the prescribed form. | **A new prescribed form will be issued by ASIC.** |
| At the end of section 579B  [**s579b**](http://www.austlii.edu.au/au/legis/cth/consol_act/ca2001172/s579b.html) | Court may cancel or confirm variation | Add:  (3) If the Court makes an order under subsection (2), the applicant for the order must:  (a) lodge with ASIC a notice setting out the text of the order; and  (b) do so within 2 business days after the making of the order.  The notice must be in the prescribed form. | **A new prescribed form will be issued by ASIC.** |
| At the end of section 579C  [**s579c**](http://www.austlii.edu.au/au/legis/cth/consol_act/ca2001172/s579c.html) | When Court may void or validate pooling determination | Add:  (5) If the Court makes an order under subsection (2), the applicant for the order must:  (a) lodge with ASIC a notice setting out the text of the order; and  (b) do so within 2 business days after the making of the order.  The notice must be in the prescribed form.  (6) If the Court makes a declaration under subsection (3), the applicant for the declaration must:  (a) lodge with ASIC a notice setting out the text of the declaration; and  (b) do so within 2 business days after the making of the declaration.  The notice must be in the prescribed form.  (7) If the Court makes an order under subsection (4) on the application of a person, the applicant for the order must:  (a) lodge with ASIC a notice setting out the text of the order; and  (b) do so within 2 business days after the making of the order.  The notice must be in the prescribed form. | **A new prescribed form will be issued by ASIC.** |
| Subsections 588FGA(1) and (4)  [**s588fga**](http://www.austlii.edu.au/au/legis/cth/consol_act/ca2001172/s588fga.html) | Directors to indemnify Commissioner of Taxation if certain payments set aside | Non-material software change |  |