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REGISTRATION
OPTIONS

FACE TO FACE
OR ONLINE

2ND ANNUAL WINTER WEALTH RETREAT: TAX STRATEGIES ON THE GOLD COAST

Division 7A, Interposed Entities and the Middleman Trap

Bendel and the Future of UPEs: Rethinking Division 7A,
Sub-trusts and Structuring Options

Are Your Trust Distributions Section 100A Grenades?

Corporate Tax Debt in the ATO's Crosshairs

Part IVA – Is the ATO About to Make More Use of the Card up its Sleeve?

Preparing for Tranche 2 AML Reforms

Family Trusts and Interposed Entity Elections –
Are They Helping or Hurting You?

Gaining From Your Trust Losses: Rules, Restrictions and Opportunities

Getting to 20%: Passing the Significant Individual Test for SBCGT Relief

Shares or Assets? Tax Strategies for Business Sales

A Two-Day Conference

Thursday 28 and Friday 29 August 2025

JW Marriott Gold Coast Resort and Spa

Feedback from last year's conference:

- 👉 This was my first time attending and I will definitely be back. The topics were all relevant and I love how they intertwined with each other. All speakers were fantastic.
- 👉 Great professional learning environment with a really good spread of speakers. Topics were very relevant and all the presenters were engaging and approachable.
- 👉 Great topics that are very relevant to our practice, and the presenters are top quality.



Your Trusted CPD Partner for 50 Years

DAY 1: THURSDAY 28 AUGUST 2025

CHAIR DAY 1 - AM: RAFFI TENENBAUM, PARTNER, WILLIAM BUCK, SYDNEY, NSW

MORNING THEME: HIGH-RISK TRUST AND PRIVATE COMPANY ARRANGEMENTS

9.00 - 9.15am

Introduction and welcome

9.15 - 10.00am

Session 1: Division 7A, Interposed Entities and the Middleman Trap

Division 7A remains a key focus for the ATO, and its broad drafting means some arrangements can unknowingly breach the rules. A critical area of concern is Subdivision E, which covers payments and loans made through interposed entities. This session breaks down how these provisions operate, the risks they pose, and practical ways to manage compliance, including:

- Division 7A application when interposed entity in receipt of payment/loan from private company makes payment/loan to another entity (secs. 109T & 109W ITAA 1936)
- How the use of guarantees can impact on Division 7A applying (secs. 109U & 109UA ITAA 1936; TD 2024/D3; TA 2024/2)
- Reconciling sec.109K (inter-company payments/loans not treated as dividends) with subdivision E (indicating they can be) (TD 2012/12)
- Are complying loan terms required to avoid a deemed dividend occurring under Subdiv. E? (TD 2011/16; TD 2018/3)
- How the distributable surplus rules apply when dealing with Subdiv. E
- Who initiates a deemed dividend assessment under Subdiv. E (sec. 109V) and what are the amendment periods to be mindful of?
- Consequences of Subdiv. E applying
- Practical examples

Speaker: Stephen Holmes, Partner, WMS Advisory, Gold Coast, Qld

10.00 - 10.10am Panel Comments and Questions

10.10 - 11.10am

Session 2: Bendel and the Future of UPEs: Rethinking Division 7A, Sub-trusts and Structuring Options

For the past 16 years, the tax profession has been challenged by the question of whether an unpaid present entitlement (UPE) is a loan for Div. 7A purposes. The Full Federal Court's landmark decision in *Cmmr of Taxation v. Bendel* [2025] FCAFC 15 confirms that a corporate beneficiary's UPE is not a loan for Div. 7A purposes. While Bendel appears to offer relief, it does not necessarily mean the end of Div. 7A for UPEs. Bendel also opens up complex questions regarding Subdivisions EA and EB, sec.100A and the ATO's next move(s). This session unpacks Bendel and its implications, and will examine:

- The judgments in Bendel and implications for the tax treatment of UPEs to corporate beneficiaries (and an update on the status of the Commissioner's application for special leave to appeal to the High Court)
- The practical implications of Bendel in managing clients' UPE arrangements including:
 - the ATO's existing guidance and Interim Decision Impact Statement – what does the IDIS say and what doesn't it say?
 - legacy UPE arrangements and sub-trust structures
 - new UPEs and future planning strategies
- Potential application of Subdivisions EA and EB, and Section 100A – and ATO administration of the law using PCGs
- Practical steps for managing existing UPEs, including amendment requests and loan documentation
- The need to account correctly for UPEs and avoiding Div. 7A issues going forward
- Key risk areas for practitioners, including ATO review periods, cross-referencing with sec. 109K, and tax agent exposure
- Practical examples to illustrate compliant and non-compliant scenarios

Speaker: Michael Butler, Partner, Finlaysons Lawyers, Adelaide, SA

11.10 - 11.20am Panel Comments and Questions

11.20 - 11.40am Networking Break and Morning Tea

DAY 1: THURSDAY 28 AUGUST 2025

11.40am - 12.25pm

Session 3: Are Your Trust Distributions Section 100A Grenades?

A reasonable period of time has elapsed since the ATO issued its guidance material (TR 2022/4 and PCG 2022/2) on the application of Section 100A, dealing with reimbursement agreements. So, where are we now at with this contentious section of the 1936 Act and the ATO's compliance approach in practice? This session investigates further, including:

- A review of the requirements that indicate a trust distribution could be subject to section 100A
- The tax consequences for the trustee and beneficiary if Sec. 100A is triggered
- Potential issues if a present entitlement to a trust distribution:
 - remains unpaid - how long could be too long and what to do if it is
 - is to individuals or entities to utilize tax losses
- Do records need to be maintained to document:
 - a beneficiary's acknowledgement of a distribution?
 - the use of the funds that a beneficiary is presently entitled to?
- How the ATO is allocating its resources to trust distributions and the application of Sec. 100A (PCG 2022/4)
- How the amendment period for the application of section 100A can make it:
 - a more useful tool to the ATO than Part IVA
 - a higher risk issue for tax practitioners and trustees
- Tips to stay on the right side of Sec. 100A
- Practical examples drawing a line between when Sec. 100A may or may not apply

Speaker: Arthur Athanasiou, Principal, AGA Legal, Melbourne

12.25 - 12.35pm Panel Comments and Questions

12.35pm - 1.30pm Luncheon

CHAIR DAY 1 - PM: ANDREA CARRICK, DIRECTOR, SMSF SPECIALIST ADVISOR, AG TAX LAWYERS, MELBOURNE, VIC

AFTERNOON THEME: REGULATORY AND COMPLIANCE PRESSURE POINTS

1.30 - 2.15pm

Session 4: Corporate Tax Debt in the ATO's Crosshairs

It's no secret that the ATO are getting extremely serious with collecting the substantial amounts of corporate tax debt owing to it. This session looks into the current state of play, along with some timely tips and strategies, including:

- Action the ATO are taking in practice to rein in their corporate tax debt amounts, including:
 - how directors are faring when the liquidator is called in
 - whether joint and several liability is being applied when multiple directors are involved
 - tips to avoid corporate tax debt spilling over to directors and how strategies for asset protection are holding up if it does (Bosanac v C of T [2022] HCA 34)
- How the ATO is dealing with:
 - payment plan proposals
 - interest and penalty remission requests from companies
- How the ATO is approaching unpaid compulsory superannuation and GST obligations
- Does the ATO enter into settlement arrangements for corporate tax debts?
- When the small business restructuring scheme or a deed of company arrangement may be a viable option for out of control corporate debts
- Status and impact of the tax treatment of GIC and SIC
- How the debt recovery issues differ if the tax owing is from a trust

Speaker: Sue Williamson, Tax Partner, Dentons, Melbourne, Vic.

2.15 - 2.25pm Panel Comments and Questions

DAY 1: THURSDAY 28 AUGUST 2025

2.25 - 3.10pm

Session 5: Part IVA - Is the ATO About to Make More Use of the Card up its Sleeve?

Tax practitioners may take some comfort from the fact that cases involving the general anti-avoidance provision Part IVA, often deal with disputes involving monetary values way in excess of the transaction amounts relating to their day-to-day client base. However, this is not always the case and recent ATO guidance material indicates their eyes may be lowering and focusing on an increased segment of the tax population. This session takes a closer look, including:

- Red flag examples that may attract Part IVA -could the section apply when asset protection and restructure strategies are implemented?
- The ATO's compliance approach to the possibility of Part IVA applying to:
 - personal service businesses (PCG 2024/D2)
 - the allocation of professional firm profits (PCG 2021/4)
- How the ATO views arrangements involving the maximizing of franking credit benefits (TA 2015/1; TA 2015/2)
- Lessons from recent Part IVA cases

Speaker: Joanne Casburn, Special Counsel, Cooper Grace Ward Lawyers, Brisbane, Qld

3.10 - 3.20pm Panel Comments and Questions

3.20pm - 3.40pm Networking Break & Afternoon Tea

3.40 - 4.25pm

Session 6: Counting the Cost of Compliance: Preparing for Tranche 2 AML Reforms

After years of delay, Tranche 2 AML/CTF reforms are finally gaining traction - and accountants are squarely in the frame. With the Government confirming its commitment to extend AML obligations to designated non-financial businesses and professions, now is the time for firms to get ahead of the regulatory curve. This session examines:

- What the Tranche 2 reforms mean for accountants, including likely scope and timing
- How to assess whether your services will fall within the AML net
- Building a risk-based AML program: what compliance may look like in practice
- Recordkeeping, reporting and client due diligence - what's expected and what's changing
- Steps firms can take now to prepare, including governance and training considerations

Speaker: Neil Jeans, Partner - Risk Consulting, Grant Thornton, Melbourne, Vic.

4.25 - 4.35pm Panel Comments and Questions

DAY 2: FRIDAY 29 AUGUST 2025

**CHAIR DAY 2: ARTHUR
ATHANASIOU, PRINCIPAL, AGA
LEGAL, MELBOURNE**

**THEME: STRUCTURING FOR SALE,
SUCCESSION AND SMALL BUSINESS CGT
CONCESSIONS**

9.00 - 9.05am

Introduction and welcome

9.05 - 9.50am

Session 7: Family Trusts and Interposed Entity Elections - Are They Helping or Hurting You?

Family Trust Elections (FTEs) and Interposed Entity Elections (IEEs) can unlock important tax benefits - but they also come with traps, compliance risks, and legacy issues that are increasingly under ATO scrutiny. With growing concern around Family Trust Distribution Tax (FTDT) and the treatment of dividend access shares, it's essential to understand how these elections work in practice - and when they may do more harm than good. This session unpacks the strategic and technical issues, including:

- Strategic reasons for making an FTE or IEE - and when the downsides may outweigh the benefits
- Key decision points in making an election, including selecting the test individual and start year
- What happens when things change: succession, death of the test individual, or shifts in the family group (e.g. share sales)
- The ATO's current concerns and compliance approach to FTEs and IEEs, including:
 - application of FTDT in practice
 - review periods and audit risk
 - issues involving corporate beneficiaries and dividend access shares
- How FTEs and IEEs can complicate succession planning - especially with inherited elections or new clients
- Who bears liability for FTDT, how it's calculated, and how it interacts with original tax assessments
- A practical case study exploring what can go wrong - and how to fix it

Speaker: Raffi Tenenbaum, Partner, William Buck, Sydney, NSW

9.50 - 10.00am Panel Comments and Questions

10.00 - 10.45am

Session 8: Gaining From Your Trust Losses: Rules, Restrictions and Opportunities

A tax loss by a trust can be carried forward to be used as a claim against future taxable income derived by the trust. However, the claim isn't automatic and the conditions to be met can be complex. This session explores the topic, including:

- The impact of a family trust election on trust losses
- Whether there are any similar restrictions on a trust claiming carried forward capital losses
- How to apply the "income injection test"
- The type of amounts included as "distributions" for the "pattern of distributions test" (TD 2017/20)
- Using the ATO's guidance material (PCG 2016/16) to determine if a trust is a "fixed trust" when applying the trust loss provisions
- Consequences for tax losses if applicable trust loss tests are failed
- Practical examples

*Speaker: Andy Milidoni, Partner - Tax & Private
Advisory, Mills Oakley, Sydney, NSW*

10.45 - 10.55am Panel Comments and Questions

10.55 - 11.15am Networking Break and Morning Tea

DAY 2: FRIDAY 29 AUGUST 2025

11.25 - 12.00pm

Session 9: Getting to 20%: Passing the Significant Individual Test for SBCGT Relief

The small business CGT (SBCGT) concessions are a very powerful mechanism to reduce, or in some cases eliminate, the amount of capital gains tax that may otherwise be payable. However, working through the eligibility criteria is not always straightforward. This session drills down on the relevance of the "significant individual test" to the SBCGT concessions, including:

- The "significant individual test" and its relevance to the SBCGT concessions and how it interacts with the "CGT concession stakeholder" definition
- How an individual can be classified as a "significant individual" or a "CGT concession stakeholder" of a company or trust
- How to determine if a company has a significant individual when the company has various share classes? (TD 2006/77)
- How the tests differ depending on whether shares or trust interests are sold by:
 - individuals
 - a company or trust
- Planning strategies in advance to assist with:
 - the "significant individual test" and the "CGT concession stakeholder" definition being met when they need to be
 - succession planning and the impact on SBCGT concession eligibility on the death of a "significant individual"
- Issues with passing the "significant individual test" and the "CGT concession stakeholder" definition and tips to avoid the pitfalls
- Practical examples

Note to speaker: practical examples are absolutely essential for this session.

Speaker: Andrea Carrick, Director, SMSF Specialist Advisor, AG Tax Lawyers, Melbourne, Vic

12.00pm - 12.10pm Panel Comments and Questions

12.10 - 12.55pm

Session 10: Shares or Assets? Tax Strategies for Business Sales

Business sales are on the rise, partly driven by the number of baby boomers looking to sell their businesses to fund their retirement. There are a number of questions that need to be dealt with when selling a business that will impact on the after-tax proceeds from the sale, one being whether to sell the shares in the company or the company's assets. This session explores the pros and cons of each option, including:

- A comparison of the income tax, including capital gains tax, implications of selling business assets versus shares in a company
- Are there any particular industries or asset types that benefit from one option over the other?
- How is the decision impacted if neither a share or asset sale is eligible for the SBCGT concessions?
- Are there situations where selling assets would be eligible for the SBCGT concessions whilst the share sale option wouldn't and vice versa?
- Tax issues to consider when extracting sale proceeds from a company after the business assets are sold
- The GST considerations when weighing up the options
- Case study of an after-tax comparison of sale proceeds between an asset sale and a share sale

Note to speaker: Please be mindful that the 20% rule in the context of the SBCGT is discussed in detail in the previous session and should be avoided here.

Speaker: Linda Tapiolas, Partner, Cooper Grace Ward Lawyers, Brisbane, Qld

12.55 - 1.05pm Panel Comments and Questions

1.05pm Conference Close

GENERAL INFORMATION

Conference Registration Fee

The registration fee includes attendance at the conference and conference papers. Refreshment breaks and lunches are included for face to face attendees.

Conference Papers

TEN does not provide printed copies of the conference papers or Powerpoints. Access to the papers & Powerpoints will be available online to all delegates in the lead-up to the conference (as they become available).

CPD

Accountants: 9 CPD hours

Lawyers: 9 CPD units/points (substantive law)

CPD Certificate

All delegates attending the conference will receive a CPD Certificate confirming attendance.

The Conference Venue

JW Marriott Gold Coast Resort & Spa

158 Ferny Avenue, Surfers Paradise, Qld

Hotel Reservations:

Phone: (07) 5592 9800

Website: [Family Resort in Surfers Paradise](#) | [JW Marriott Gold Coast Resort](#)

Delegate Accommodation Rate at the Conference Venue

Reservation link: [Book your group rate for Winter Health Retreat Aug 2025](#)

The JW Marriott is offering a special group rate of \$325 per night for delegates attending the conference. This rate is available for Wednesday 27 & Thursday 28 August 2025

- Full payment is due 1 day after booking
- The credit card used at the time of booking will be charged in full
- Booking will be non-refundable and no cancellations permitted

This offer is subject to availability and the cut-off date is 27.7.25.

Travelling to the Conference Venue

Delegates are advised to make their own travel arrangements.

Conference Dress

Smart casual attire is suitable (note: the temperature in the conference rooms can vary depending on where you are sitting. Short sleeves are generally OK, but it is advisable that you bring a jacket/long sleeved top just in case you need it).

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GPO Box 61, Melbourne, Victoria 3001 Phone (03) 8601 7700 Enquiries Jenna Pickrell (03) 8601 7729
Register online: <http://www.tved.net.au> – go to CONFERENCES

Please register me for the **Second Annual Winter Wealth Conference** – a 1.5-day conference to be held at the Gold Coast on Thursday 28 & Friday 29 August 2025

Delegates have 2 options for attending the conference – both cost the same.

- ☐ **Registration type 1:** Attend in person [code: GWTAUG25]
☐ **Registration type 2:** Attend online [code: GWTAUG25L0]
☐ **Early Bird Registration** – for registrations made on or before 11 July 2025 – **\$1100** (\$1000 + \$100 GST)
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Multiple registration discount? Discounts are available for multiple registrations: The more you send, the greater the discount. You can access the discount by registering using the “multiple registrations” option online, or contact our Conference Manager, Jenna Pickrell, to organise your registrations, jenna@tved.net.au or phone (03) 8601 7729.

- 3 registrations – **5% discount** for each delegate
- If you register 4 people at the same time you are entitled to a **10% discount** for each delegate
- If you register 5 people or more people at the same time you are entitled to a **15% discount** for each delegate.

One-day only? We do accept bookings for attending one day only (either day 1 or day 2). To organise a one-day booking, please contact Jenna (details above).

Conference Papers

The papers from this conference will be available in electronic format approximately 1 week after the conference has been held. You can pre-order the papers now online via our website at www.tved.net.au.
The papers are **\$198** (\$180 + \$18 GST) (code: E/PGWTAUG25).

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