

Guidelines for Streamlined Registration of a Special Purpose Vehicle

This information was adapted from the guidance prepared by the Office of the Registrar of Community Housing NSW. It has been modified for use in a NRSCH context. While the information in this document has been presented with all due care, the NRSCH does not warrant or represent that the material is free from errors or omission, or that it is exhaustive.

Users of the document are responsible for making their own assessment of the information in the document and should take steps to independently verify the information, including seeking their own legal advice. We do not accept any liability for any loss, damage, cost or expense you might incur as a result of using or relying on the information on this site, or any linked information.

The information in this document is subject to change without notice.

Guidelines for Streamlined Registration of a Special Purpose Vehicle

Definitions and Terms of Reference

ACCO	Aboriginal Community Controlled Organisations
ACHP	Aboriginal Community Housing Provider
CHP:	Community Housing Providers,
Guideline:	Guidelines for Streamlined Registration of a Special Purpose Vehicle
National Law:	means the <i>Community Housing Providers National Law</i> as contained in the Appendix to the <i>Community Housing Providers (Adoption of National Law) Act 2012</i> (NSW)
NRSCH:	National Regulatory Scheme for Community Housing
SPV:	Special Purpose Vehicle

Summary

These Guidelines have been developed to inform the community housing sector on the requirements to access streamlined registration under the NRSCH for a SPV seeking funding through the Housing Australia Future Fund Facility (**HAFFF**) and/or the National Housing Accord Facility (**NHAF**).

Scope

These Guidelines apply to entities intending to register as CHPs under the NRSCH.

Background

The introduction of the \$10 billion HAFFF and NHAF has seen a commitment from the Commonwealth Government to increase housing supply by 20,000 social and 10,000 affordable housing properties.

Registered CHPs are part of the cohort eligible to apply for both the HAFFF and NHAF, provided they are also a registered charity (or are applying to be registered as a charity) and a constitutional corporation.

Registered CHPs are eligible to apply for all three categories of assistance, including concessional loans, availability payments and upfront capital grants.

Guidelines for Streamlined Registration of a Special Purpose Vehicle

The NRSCH is seeing increasing interest from the community housing sector in creating SPVs that are also registered CHPs to be able to access all forms of assistance from the HAFF and NHAFF.

To manage the registration of SPVs and support the community housing sector in accessing the HAFF and NHAFF, the NRSCH is introducing streamlined registration for SPVs that meet the requirements of these Guidelines.

Streamlined registration is intended to:

- Reduce the regulatory burden on entities intending to access the HAFF and NHAFF as registered CHPs.
- Reduce registration related delays for entities applying for the HAFF and NHAFF.
- Encourage the growth of the community housing sector with diverse and sustainable businesses.
- Encourage continued government investment for the benefit of housing and social outcomes.
- Improve the effectiveness and efficiency of regulatory activities.

Characteristics of an eligible SPV

To be eligible for streamlined registration under these Guidelines, a SPV must have all of the following characteristics:

1. Be an “entity” as defined in section 4 of the National Law.
2. Be a separate legal entity that either:
 - a. Has at least one member that has been and remains a compliant registered CHP for their preceding compliance assessment under the NRSCH; or
 - b. Is wholly owned by an organisation which has been and remains a compliant registered CHP for their preceding compliance assessment under the NRSCH
3. Be a registered charity or provide evidence of a registration application for registration as a charity.
4. Be a constitutional corporation.
5. Has a purpose of undertaking projects which are funded by the HAFF and/or NHAFF that:
 - a. increase social and/or affordable housing; or
 - b. address acute housing needs.

Guidelines for Streamlined Registration of a Special Purpose Vehicle

A SPV which does not meet the above characteristics can still apply for standard registration under the NRSCH, however they will not be eligible for streamlined registration.

Eligibility for Streamlined Registration

In addition to meeting the characteristics of an eligible SPV, the organisation must also meet the following requirements:

1. The entity must meet the requirements for registration under the NRSCH.
2. Be intending to apply for, or applying for, funding under the HAFF and/or NHAFF for an eligible HAFF and/or NHAFF project.
3. Be established with the aim to deliver one or more HAFF and/or NHAFF projects and hold assets and liabilities related to those projects only.

A SPV which meets the eligibility requirements for streamlined registration will be notified of their eligibility by the relevant Registrar during the enquiry phase of their application.

Complex legal structures are not likely to be eligible for streamlined registration. Complex legal structures include trustee companies.

Evidence Requirements for Streamlined Registration

The NRSCH Evidence Guidelines are used to assess a provider's capacity for registration as a CHP. The NRSCH Evidence Guidelines are not intended to be exhaustive.

The minimum documents required for streamlined registration are:

1. The **governing document** of the SPV, as distinct from its parent or any other related entity.
2. **Project related documents** which detail the planning of the HAFF and/or NHAFF project if available at the time of application. If unavailable, a summary of the project as provided to Housing Australia in HAFF or NHAFF application.
3. A **Strategic or Business Plan** for the SPV or the Returnable Schedule 3 of the submission to Housing Australia or its equivalent and the completed financial model submitted to Housing Australia.
4. A **governance structure** which identifies the board members and any potential conflicts between the SPV and its related registered CHP, as well as a description of how the SPV intends to be governed as separate from its related CHP.

Guidelines for Streamlined Registration of a Special Purpose Vehicle

5. A **Management Services Agreement (if in existence) or a statement of terms** which demonstrates any proposal to subcontract tenancy and property management services.
6. **Risk Management planning documents**, including project specific development risks.
7. A **statement** in which the SPV adopts the policies and processes of its related CHP, or copies of the SPV's own policies and processes if it has its own.
8. A **NRSCH Financial Performance Report** specific to the SPV. The template can be found [here](#). If this is not yet available, the Registrar will access and assess the parent CHP's NRSCH Financial Performance Report or request an updated one from the parent.
9. Any **loan agreements** between the SPV and its related CHP if available and relevant.
10. **Description of the funding** being sought from Housing Australia for the SPV's projects.
11. **Disclosure of any guarantees** which are supporting the funding applications of the SPV.
12. **Copies of the Partnership Agreement or equivalent** between the entities involved in the project.
13. **Certificates of Currency** (or equivalent) evidencing insurance as required by the NRSCH or if not yet available, in the alternative, a description of proposed insurance coverage.

In addition, the following documents must be submitted if they are available, to support the SPV's application:

1. **Financial statements** of the SPV.
2. **Financial modelling** including project specific models.
3. **Copies of loan agreements** with Housing Australia and any other financier related to the HAFFF and/or NHAF project.

Registration Tier

All tiers of registered CHPs are eligible for funding under the HAFFF and/or NHAF.

A SPV applying for streamlined registration will be allocated a Tier based on its scale, scope and risk profile in accordance with the NRSCH. The SPV will not automatically be granted the same Tier status as the parent CHP.

Further information regarding tier categorisation can be found [here](#).

Once registered, the SPV will receive its own individual certificate of registration and appear on the [NRSCH National Register](#).

Guidelines for Streamlined Registration of a Special Purpose Vehicle

Registration Timeframe

Registrars will aim to complete an initial registration assessment within 14 days of receiving a completed application.

SPVs will be afforded the normal timeframes to consider both the draft and final determination reports.

Registrars reserve the right to extend the assessment timeframes at their discretion.

Ongoing Compliance Assessments for SPVs

Streamlined registration will not forego the requirement to have a full annual or biennial compliance assessment in accordance with the SPV's allocated tier and regular NRSCH procedure. This will include the provision of a SPV-specific FPR during that compliance assessment.

Guideline Review

This Guideline will be reviewed every 12 months.

Title: Guidelines for Streamlined Registration of a Special Purpose Vehicle

Policy Owner: NSW Registrar of Community Housing

Classification: Guidance

Applicability: National Regulatory System for Community Housing

Document History

TRIM: SUB22/126759

Version: 1.0

Effective Date: 8 October 2024

Next Review Date: October 2025

Guidelines for Streamlined Registration of a Special Purpose Vehicle

Reason for Amendment: Adopted from NSW guidance