

Reprint
as at 6 June 2019



Companies Act 1993 Regulations 1994 (SR 1994/118)

Catherine A Tizard, Governor-General

Order in Council

At Wellington this 13th day of June 1994

Present:

The Right Hon D C McKinnon presiding in Council

Pursuant to sections 372 and 395 of the Companies Act 1993, Her Excellency the Governor-General, acting by and with the advice and consent of the Executive Council, hereby makes the following regulations.

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Note

Changes authorised by subpart 2 of Part 2 of the Legislation Act 2012 have been made in this official reprint.
Note 4 at the end of this reprint provides a list of the amendments incorporated.

These regulations are administered by the Ministry of Business, Innovation, and Employment.

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Regulations

1 Title and commencement

- (1) These regulations may be cited as the Companies Act 1993 Regulations 1994.
- (2) These regulations shall come into force on 1 July 1994.

2 Interpretation

- (1) In these regulations, unless the context otherwise requires,—

the Act means the Companies Act 1993

Commonwealth representative means any Ambassador, High Commissioner, Commissioner, Minister, Counsellor, Chargé d’Affaires, Head of Mission, Consular Officer, Pro-consul, Trade Commissioner, and includes any person lawfully acting for any such officer, and also includes the diplomatic secretary on the staff of any such Ambassador, High Commissioner, Commissioner, Minister, Counsellor, Chargé d’Affaires, or Head of Mission.

- (2) Unless the context otherwise requires, words or expressions in these regulations have the same meaning as in the Act.

3 Office hours

The office of each District Registrar shall be open to the public for the transaction of business on every working day, during such hours as the Registrar of Companies fixes from time to time, either generally or in any particular case.

4 Forms

- (1) The forms set out in Schedule 1 must be used for the purposes of the Act, and the particulars contained in those forms are prescribed as the particulars required under the Act.
- (2) If a prescribed form continues on 2 or more pages the following heading must appear at the top of each of those pages:

Name of company*/
proposed company*

Company No*/name
reservation No*

*Delete if inapplicable.

- (3) Subclause (2) does not apply to forms 22 and 23.

Regulation 4: substituted, on 1 February 2005, by regulation 3 of the Companies Act 1993 Amendment Regulations (No 2) 2004 (SR 2004/453).

Regulation 4(3): inserted, on 1 April 2014, by regulation 4 of the Companies Act 1993 Amendment Regulations 2014 (LI 2014/47).

4A Prescribed matters relating to exemption for overseas companies from providing information, notice of information, or documents in certain circumstances

- (1) The Commonwealth of Australia is a prescribed country for the purposes of section 343A of the Act.
- (2) The following classes of information or documents are prescribed for the purposes of section 343A of the Act:
 - (a) in relation to an application for registration of an overseas company on the overseas register—
 - (i) the full legal names and residential addresses of the directors of the overseas company:
 - (ii) a copy of the instrument constituting or defining the constitution of the overseas company:
 - (iii) documents that evidence the incorporation of the overseas company:
 - (b) in any other case—
 - (i) information and documents relating to an alteration to the instrument constituting or defining the constitution of an overseas company:
 - (ii) information relating to a director of an overseas company ceasing to hold office or the appointment of a new director:
 - (iii) information relating to a change of name or residential address of a director of an overseas company:

- (iv) information relating to the names and residential addresses of the directors of an overseas company (whether in relation to form 17 or 18 in Schedule 1).
- (3) Despite subclause (2), if a director signs a form, the director is still required to specify his or her full name under the signature.

Regulation 4A: inserted, on 1 September 2007, by regulation 4 of the Companies Act 1993 Amendment Regulations 2007 (SR 2007/107).

5 Fees

- (1) Subject to subclause (2), the fees set out in Part 1 of Schedule 2 shall be payable to the Registrar in respect of the matters to which they relate.
- (2) The fee set out in Schedule 2 for registration of financial statements, group financial statements, and auditor's reports required under section 207E of the Act is not payable if—
 - (a) the statements and reports have been lodged under section 461H of the Financial Markets Conduct Act 2013; and
 - (b) a fee has been paid under regulation 9 of the Financial Markets Conduct (Fees) Regulations 2014 on the lodgement of the statements and reports.
- (2A) A portion of any fee set out in Schedule 2 may be used to recover the costs, or a share of the costs, of the Registrar of New Zealand Business Numbers in the performance or exercise of the Registrar's functions, powers, and duties under the New Zealand Business Number Act 2016.
- (2B) Subclause (2A) and this subclause are revoked on 1 July 2023.
- (3) The fees prescribed by subclause (1) are inclusive of goods and services tax payable under the Goods and Services Tax Act 1985.

Regulation 5(2): replaced, on 1 July 2017, by regulation 4 of the Companies Act 1993 Amendment Regulations 2017 (LI 2017/140).

Regulation 5(2A): inserted, on 6 June 2019, by section 6(2) of the New Zealand Business Number Funding (Validation and Authorisation) Act 2019 (2019 No 25).

Regulation 5(2B): inserted, on 6 June 2019, by section 6(2) of the New Zealand Business Number Funding (Validation and Authorisation) Act 2019 (2019 No 25).

6 Penalties for failure to deliver documents to Registrar within prescribed time

- (1) Subject to subclause (2), the amounts specified in Part 2 of Schedule 2 shall be payable by way of penalty for failure to deliver a document to the Registrar within the time prescribed by the Act.
- (2) If any document is delivered to the Registrar after the time specified in the Act in respect of the document, and the Registrar is satisfied that the omission to deliver the document within the time limit was accidental or due to inadvertence, or that it is just and equitable to do so, he or she may remit wholly or partly the fee payable in respect of the late delivery of the document.

Regulation 6(2): amended, on 1 April 1996, by regulation 2 of the Companies Act 1993 Regulations 1994, Amendment No 1 (SR 1996/34).

7 General requirements for documents

- (1) All documents prepared to be registered or to be delivered, sent, or forwarded to the Registrar must be legible.
- (2) If a document is required to be signed,—
 - (a) the signature must be an original signature; and
 - (b) the name of the signatory must be legibly typed, printed, stamped, or written below the original signature.

Regulation 7: substituted, on 1 February 2005, by regulation 4 of the Companies Act 1993 Amendment Regulations (No 2) 2004 (SR 2004/453).

7A Email address must be provided if application for registration of company or annual return is registered, delivered, sent, or forwarded using online service

- (1) If an application for the registration of a company is registered, delivered, sent, or forwarded to the Registrar using an online service,—
 - (a) an email address for communication with the person who registers, delivers, sends, or forwards the application to the Registrar must be provided with the application; and
 - (b) an email address for communication with the company must be provided with the application.
- (2) If an annual return for a company is registered, delivered, sent, or forwarded to the Registrar using an online service,—
 - (a) an email address for communication with the person who registers, delivers, sends, or forwards the annual return to the Registrar must be provided with the annual return; and
 - (b) an email address for communication with the company must be provided with the annual return.
- (3) In this regulation, **online service** means a service provided by, or on behalf of, the Registrar that allows documents to be registered, delivered, sent, or forwarded to the Registrar by means of the Internet.

Regulation 7A: inserted, on 1 February 2005, by regulation 4 of the Companies Act 1993 Amendment Regulations (No 2) 2004 (SR 2004/453).

8 Reservation of names

- (1) The reservation of the name of a company that is proposed to register or in respect of a proposed change of the name of an existing company, as the case may be, does not give the applicant or any proposed or existing company in respect of which the application is made any proprietary right or interest in the name.

- (2) At the same time as the Registrar issues a notice reserving a name the Registrar must advise the applicant in writing that the reservation of name does not give the applicant or any proposed or existing company in respect of which the application is made any proprietary right or interest in the name.

9 Translations

- (1) A translation into the English language of any document evidencing incorporation of a company or an overseas company or of any instrument constituting or defining the constitution of a company or an overseas company, or any other document to be delivered to the Registrar for registration under the Act, shall be certified to be a correct translation by the person who made the translation—
- (a) if the translation is made outside New Zealand and outside any part of the Commonwealth, before:
- (i) a Commonwealth representative; or
- (ii) a person whom a Commonwealth representative certifies to be known to him or her as competent to translate it into the English language:
- (b) if the translation is made outside New Zealand but in any part of the Commonwealth, before a person having authority to administer an oath in that part of the Commonwealth:
- (c) if the translation is made in New Zealand, before a solicitor of the High Court of New Zealand, or any other person authorised to administer an oath in New Zealand.
- (2) The Registrar may permit translations which are not certified in accordance with the above requirements to be delivered to him or her upon such conditions as he or she thinks fit.
- (3) For the purposes of this regulation, **certified** includes verification by the person who made the translation before any of the persons described in paragraphs (a) to (c) of subclause (1) in the manner (if any) prescribed by the law of the country where the translation is made for the verification of documents.

10 Australia prescribed for purposes of prohibition orders that disqualify person from being director

The Commonwealth of Australia is a prescribed country for the purposes of section 151(2)(eb) of the Act.

Regulation 10: added, on 18 June 2007, by regulation 5 of the Companies Act 1993 Amendment Regulations 2007 (SR 2007/107).

11 Requirements for preparation of concise annual reports

Every concise annual report for a company must, for the purposes of sections 209 to 209B of the Act,—

- (a) be in writing; and
- (b) be dated; and
- (c) be signed on behalf of the board by 2 directors of the company or, if the company has only 1 director, by that director; and
- (d) describe, so far as the board believes is material for the shareholders to have an appreciation of the state of the company's affairs and will not be harmful to the business of the company or of any of its subsidiaries, any change during the accounting period in—
 - (i) the nature of the business of the company or any of its subsidiaries; or
 - (ii) the classes of business in which the company has an interest, whether as a shareholder of another company or otherwise; and
- (e) comply with section 209(5) and (6) of the Act.

Regulation 11: added, on 18 June 2007, by regulation 5 of the Companies Act 1993 Amendment Regulations 2007 (SR 2007/107).

12 Enforcement countries

The Commonwealth of Australia is an enforcement country for the purposes of section 10(d) of the Act.

Regulation 12: inserted, on 1 May 2015, by regulation 4 of the Companies Act 1993 Amendment Regulations (No 2) 2014 (LI 2014/274).

Schedule 1

Forms

r 4

Schedule 1: substituted, on 1 February 2005, by regulation 5 of the Companies Act 1993 Amendment Regulations (No 2) 2004 (SR 2004/453).

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Form 1
Application for registration of company

Section 12(1), Companies Act 1993

If there is insufficient space on the form to supply the information required, attach a separate sheet containing the information set out in the prescribed format.

Details of proposed company

Name of proposed company:

Name reservation No:

Proposed company No:

Address of registered office:*

Address for service:*

Postal address to which communications from the Registrar may be sent:

Email address:

*This must be a physical address in New Zealand and must not be a post office box or private bag address.

Directors' details

The following persons are the directors of the proposed company:

Provide the following information in the prescribed format for every director of the proposed company.

First name(s):*

Surname:*

Date of birth:

Place of birth:

Full residential address:

Email address:

Telephone No:

Fax No (if any):

*Provide full legal name.

If the director resides in an enforcement country, also provide the following information.

Is the director the director of any company* in the country in which he or she resides:
Yes/No†

*Except the equivalent in that country of an overseas company.

†Select one.

If yes, provide the following information about the company.

Company's registered name:

Registered number or identifier (if any):

Address of registered office:*

Address for service:†

*The address of the registered office must be provided if the company is required by its country of registration to have a registered office.

†The address for service is not required if the address of the registered office has been provided.

Share parcels

The following persons are the shareholders of the proposed company:

Provide the following information in the prescribed format for every shareholder of the proposed company.

Full legal name:*

Address:†

Total number of shares:

*In the case of a natural person, please provide the first name(s) followed by the surname in block letters.

†In the case of a natural person, please provide a residential address. In the case of a body corporate, please provide the address of its registered office or, if it does not have a registered office, of its principal place of business.

Company's ultimate holding company

If the company has an ultimate holding company, provide the following information.

Registered name:

Country of registration:

Registered number or identifier:

Address of registered office:*

Address for service:†

*The address of the registered office must be provided if the company is required by its country of registration to have a registered office.

†The address for service is not required if the address of the registered office has been provided.

Accompanying documents

The following documents must accompany this form:

- (a) the notice of name reservation:
- (b) if the company has a constitution, a document certified by at least 1 applicant as the company's constitution:
- (c) the consent and certificate of every director. Set out in form 2 of Schedule 1 of the Companies Act 1993 Regulations 1994:

- (d) the consent of every shareholder. Set out in form 3 of Schedule 1 of the Companies Act 1993 Regulations 1994:
Omit this paragraph if it does not apply.
- (e) the written authority of the agent who signed the form of consent referred to in paragraph (d).

Authorised person

Date:

Full legal name of applicant:*

Address of applicant:

Signature of applicant:

*If there is more than 1 applicant, each must sign and provide full legal name and address in the prescribed format.

Details of person completing this form

Name:

Title:

Address:

Email address:

Telephone No:

Fax No (if any):

Schedule 1 form 1: replaced, on 1 May 2015, by regulation 5(1) of the Companies Act 1993 Amendment Regulations (No 2) 2014 (LI 2014/274).

Form 2

Consent and certificate of director or directors of proposed company

Section 12(1), Companies Act 1993

If there is more than 1 director, attach a separate sheet or sheets with the consent and certificate of the additional director or directors set out in the prescribed format.

Name of proposed company:

Name reservation No:

Proposed company No:

Director's details

First name(s):*

Surname:*

Full residential address:

*Provide full legal name.

I consent to be a director of the above proposed company and certify that I am not disqualified from being appointed or holding office as a director of a company.

Date:

Signature:

Name of signatory:

Please ensure that you are not disqualified from being a director of this company before signing this consent form.

Note: Please read the disqualification notes below.

Disqualification details

- 1 A person who is not a natural person cannot be a director of a company.
- 2 A person cannot be a director of a company if he or she is any of the following:
 - under 18 years of age:
 - an undischarged bankrupt:
 - prohibited from being a director or promoter of, or being concerned or taking part in the management of, a company under any statutory provisions:
 - subject to a property order under section 30 or 31 of the Protection of Personal and Property Rights Act 1988:
 - not eligible because of requirements contained in the company's constitution (if any).

Prohibited persons

- 3 Persons prohibited from being a director or promoter of, or being concerned or taking part in the management of, a company include, but are not limited to,—

- people who have been convicted of a crime involving dishonesty in the last 5 years:
- people prohibited by the Registrar of Companies or the Financial Markets Authority from managing a company:
- people prohibited under the laws of a prescribed country, State, or territory (outside New Zealand) from being a director or promoter of, or being concerned or taking part in the management of, an overseas company:
- people prohibited under section 103A, 103B, 103D, or 103E of the Limited Partnerships Act 2008 from being a general partner or promoter of, or being concerned or taking part in the management of, a limited partnership:
- people prohibited under the laws of a prescribed country, State, or territory (outside New Zealand) from being a general partner or promoter of, or being concerned or taking part in the management of, an overseas limited partnership.

For more information, *see* sections 151 and 382 to 385AA of the Companies Act 1993.

Schedule 1 form 2: replaced, on 1 September 2014, by regulation 6(1) of the Companies Act 1993 Amendment Regulations (No 2) 2014 (LI 2014/274).

Schedule 1 form 2: amended, on 1 May 2015, by regulation 7 of the Companies Act 1993 Amendment Regulations (No 2) 2014 (LI 2014/274).

Form 3
Consent of shareholder or shareholders of proposed company

Section 12(1), Companies Act 1993

[If there is more than 1 shareholder, attach a separate sheet or sheets with the consent of the additional shareholder or shareholders set out in the prescribed format. If there is insufficient space on the form to supply the information required, attach a separate sheet containing the information set out in the prescribed format.]

Name of proposed
company

Name reservation
No

Proposed company
No

Shareholder's
full legal name

Number of shares	Class of shares

The person named above consents to being a shareholder of the above proposed company and to taking the class and number of shares specified.

Signature

Name of
signatory

Shareholder's
address details

Important information

- Initials of the person's name are not allowed. Full legal names must be provided.
- If the shareholder is a natural person, please give a residential address. If the shareholder is a body corporate, please give the address of its registered office or, if it does not have a registered office, the address of its principal place of business.
- A postal address, private bag address, or document exchange address is not permitted for the shareholder's address.
- If shares are held jointly by 2 or more persons, the consent of each of those persons must be provided in the prescribed format.
- If this consent form has been signed by an agent, it must be accompanied by the instrument authorising the agent to sign it.

Completed by	<input type="text"/>	Email*	<input type="text"/>
Address		Telephone	<input type="text"/>
		Facsimile *Optional.	<input type="text"/>

Schedule 1 form 3: substituted, on 1 February 2005, by regulation 5 of the Companies Act 1993 Amendment Regulations (No 2) 2004 (SR 2004/453).

Form 4
Application for reservation of company name
Section 22(1), Companies Act 1993

Proposed company name
[Please ensure that the information provided on this form is legible.]

Type of company New Zealand Overseas
[please tick one of the company company
boxes.]

Signature of applicant:
Date:
Full legal name of applicant:

Important information

The Registrar of Companies must not reserve a name—

- the use of which would contravene an enactment; or
- that is identical or almost identical to the name of another company; or
- that is identical or almost identical to a name that has already been reserved and that is still available for registration; or
- that, in the opinion of the Registrar, is offensive.

The Registrar will advise the applicant by written notice as to whether or not the Registrar has reserved the name. If the name has been reserved, then, unless the reservation is sooner revoked by the Registrar, the name is available for registration of a company with that name or on a change of name for 20 working days after the date stated in the notice.

A company name reservation does not provide any proprietary rights or interests in the name.

Completed by Email*
Address Telephone
Facsimile
*Optional.

Schedule 1 form 4: substituted, on 1 February 2005, by regulation 5 of the Companies Act 1993 Amendment Regulations (No 2) 2004 (SR 2004/453).

Form 5
Application to change name of company
Section 23(1), Companies Act 1993

Existing name of company	<input type="text"/>	Company No	<input type="text"/>
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Proposed name of company	<input type="text"/>	Name reservation No	<input type="text"/>
--------------------------	----------------------	---------------------	----------------------

[This application must be made by a director of the company with the approval of its board or by a person authorised by the company's constitution.]

This application is accompanied by the notice reserving the proposed name of the company.

Signature of director/authorised person:

Date:

Full legal name of director/authorised person:

Completed by	<input type="text"/>	Email*	<input type="text"/>
Address		Telephone	<input type="text"/>
		Facsimile	<input type="text"/>
		*Optional.	

Schedule 1 form 5: substituted, on 1 February 2005, by regulation 5 of the Companies Act 1993 Amendment Regulations (No 2) 2004 (SR 2004/453).

Form 6
Notice of adoption, alteration, or revocation of constitution
Section 32(3), Companies Act 1993

Company name Company No

The abovenamed company has—
[Place a tick in the appropriate box.]

<input type="checkbox"/>	adopted a constitution	Date* <input style="width: 100px;" type="text"/>
<input type="checkbox"/>	altered its constitution	Date* <input style="width: 100px;" type="text"/>
<input type="checkbox"/>	revoked its constitution	Date* <input style="width: 100px;" type="text"/>
<input type="checkbox"/>	revoked its previous constitution and adopted the attached new constitution	Date* <input style="width: 100px;" type="text"/>

*Please insert the date on which the company adopted, altered, or revoked its constitution (as the case may be).

A copy of the constitution as adopted/†alteration to the constitution† is attached to this notice.

†Delete if inapplicable.

Signature of director/authorised person:

Date:

Full legal name of director/authorised person:

Completed by	<input style="width: 100%; height: 100%;" type="text"/>	Email*	<input style="width: 100px;" type="text"/>
Address		Telephone	<input style="width: 100px;" type="text"/>
		Facsimile	<input style="width: 100px;" type="text"/>
		*Optional.	

Schedule 1 form 6: substituted, on 1 February 2005, by regulation 5 of the Companies Act 1993 Amendment Regulations (No 2) 2004 (SR 2004/453).

Form 7

Notice of issue of shares under section 41(b)*/ section 42*/ section 107(2)*
and of approval for issue of shares under section 44(1)*

Section 43(1), section 44(3), Companies Act 1993

*Delete if inapplicable.

[If there is insufficient space on the form to supply the information required, attach a separate sheet containing the information set out in the prescribed format.]

Company name

Company No

Issue of shares

Shares prior to this issue _____(a)

Set out in the table below are particulars of the issue of shares by the above company.

Date of issue	Number of shares

Total shares issued in this issue _____(b)

Total company shares (a + b = c) _____(c)

Approval*[Complete only if shares cannot be issued by reason of any limitation or restriction in the company's constitution. See section 44 of the Companies Act 1993 for more information.]*

Set out in the table below are the particulars of the approval by shareholders to the issue of shares by the above company.

Number of shares	Terms of approval of issue (if any)	Date of approval

Signature of director/authorised person:

Date:

Full legal name of director/authorised person:

Completed by

Email*

Telephone

Facsimile

*Optional.

Address

Form 8
Notice of purchase or acquisition by company of own shares

Section 58(3), Companies Act 1993

[If there is insufficient space on the form to supply the information required, attach a separate sheet containing the information set out in the prescribed format.]

Company name

Company No

Set out in the table below are particulars of the purchase or acquisition by the above company of its own shares.

Name of person(s) from whom shares purchased or acquired	Number of shares purchased or acquired	Date of purchase or acquisition
Cancelled shares [tick if applicable] <input type="checkbox"/>		
Treasury stock [tick if applicable] <input type="checkbox"/>		
Total number of company shares after cancellation _____		

Signature of director/authorised person:

Date:

Full legal name of director/authorised person:

Completed by

Email*

Telephone

Facsimile

*Optional.

Address

Form 9
Consent and certificate of director
Section 152, Companies Act 1993

Company name:

Company No:

Director's details

First name(s):*

Surname:*

Full residential address:

*Provide full legal name.

Director's consent

I consent to be a director of the above company and certify that I am not disqualified from being appointed or holding office as a director of a company.

Date:

Signature:

Name of signatory:

Please ensure that you are not disqualified from being a director of this company before signing this consent form.

Note: Please read the disqualification notes below.

Disqualification details

- 1 A person who is not a natural person cannot be a director of a company.
- 2 A person cannot be a director of a company if he or she is any of the following:
 - under 18 years of age:
 - an undischarged bankrupt:
 - prohibited from being a director or promoter of, or being concerned or taking part in the management of, a company under any statutory provisions:
 - subject to a property order under section 30 or 31 of the Protection of Personal and Property Rights Act 1988:
 - not eligible because of requirements contained in the company's constitution (if any).

Prohibited persons

- 3 Persons prohibited from being a director or promoter of, or being concerned or taking part in the management of, a company include, but are not limited to,—

- people who have been convicted of a crime involving dishonesty in the last 5 years:
- people prohibited by the Registrar of Companies or the Financial Markets Authority from managing a company:
- people prohibited under the laws of a prescribed country, State, or territory (outside New Zealand) from being a director or promoter of, or being concerned or taking part in the management of, an overseas company:
- people prohibited under section 103A, 103B, 103D, or 103E of the Limited Partnerships Act 2008 from being a general partner or promoter of, or being concerned or taking part in the management of, a limited partnership:
- people prohibited under the laws of a prescribed country, State, or territory (outside New Zealand) from being a general partner or promoter of, or being concerned or taking part in the management of, an overseas limited partnership.

For more information, *see* sections 151 and 382 to 385AA of the Companies Act 1993.

Schedule 1 form 9: replaced, on 1 September 2014, by regulation 6(2) of the Companies Act 1993 Amendment Regulations (No 2) 2014 (LI 2014/274).

Schedule 1 form 9: amended, on 1 May 2015, by regulation 7 of the Companies Act 1993 Amendment Regulations (No 2) 2014 (LI 2014/274).

Form 10

Notice of change of directors or directors' particulars

Section 159(1), Companies Act 1993

If there is insufficient space on the form to supply the information required, attach a separate sheet containing the information set out in the prescribed format.

Company name:

Company No:

Director(s) ceasing to hold office (if applicable)

Provide the following information in the prescribed format for every director who ceases to hold office.

First name(s):*

Surname:*

Residential address:

Date on which director ceased to hold office:

*Please provide director's full legal name.

Appointment of new director(s) (if applicable)

Provide the following information in the prescribed format for every newly appointed director.

First name(s):*

Surname:*

Date of birth:

Place of birth:

Residential address:

Email address (optional):

Date of appointment:

*Please provide director's full legal name.

If the director resides in an enforcement country, also provide the following information.

Is the director the director of any company* in the country in which he or she resides:
Yes/No†

*Except the equivalent in that country of an overseas company.

†Select one.

If yes, provide the following information about the company.

Company's registered name:

Registered number or identifier (if any):

Address of registered office:*

Address for service:†

*The address of the registered office must be provided if the company is required by its country of registration to have a registered office.

†The address for service is not required if the address of the registered office has been provided.

Change of name or residential address of director

Attach separate sheet for multiple entries.

Director's first name(s):*

Director's surname:*

Director's residential address:

Director's former surname:†

Director's former first name(s):†

Director's former residential address:†

Date of change (dd/mm/yy):

*Provide full legal name.

†Complete only if applicable.

Authorised person

Date:

Full legal name of authorised person:

Title of authorised person:

Signature of authorised person:

Note: An authorised person cannot be a director who has resigned.

Details of person completing this form

Name:

Title:

Address:

Email address:

Telephone No:

Fax No (if any):

Schedule 1 form 10: replaced, on 1 May 2015, by regulation 5(2) of the Companies Act 1993 Amendment Regulations (No 2) 2014 (LI 2014/274).

Form 11
Notice of change of registered office or of address for service
Sections 187(2) and 193(2), Companies Act 1993

Company name Company No

Address of new registered office
[if applicable]

The change in the registered office of the company takes effect on

Day Month Year

New address for service
[if applicable]

The change in the address for service of the company takes effect on

Day Month Year

Important Information

- Refer to sections 186 to 193 of the Companies Act 1993.
- A company must have a registered office and an address for service in New Zealand.
- The address for service may be the company's registered office or another place, but it must not be a postal centre or document exchange address.
- If the registered office or the address for service is at the offices of any firm of chartered accountants, barristers and solicitors, or any other person, you must state that the company's registered office or its address for service is at the offices of that firm or person and also state the particulars of the location in any building of those offices.
- If the registered office or the address for service is not at the offices of any such firm or person but is located in a building occupied by persons other than the company, you must state the particulars of its location in the building.

Note: The change in registered office or the change in address for service takes effect on a date stated in this notice not being a date that is earlier than 5 working days after this notice is registered.

Postal address to which communications from the Registrar may be sent

Email [optional]

Signature of director/authorised person:

Date:

Full legal name of director/authorised person:

Completed by

Email*

Telephone

Address

Facsimile

*Optional.

Schedule 1 form 11: substituted, on 1 February 2005, by regulation 5 of the Companies Act 1993 Amendment Regulations (No 2) 2004 (SR 2004/453).

Form 12
Annual return

Section 214(1), Companies Act 1993

If there is insufficient space on the form to supply the information required, attach a separate sheet containing the information set out in the prescribed format.

Company name:

Company No:

Address for communication

Address of registered office:

Address for service:

Email address (to receive email reminders):

Mobile telephone No* (to receive text reminders in addition to email reminders):

*The costs of any message will be charged to your phone.

Company directors

Provide the following information in the prescribed format for every director.

First name(s):*

Surname:*

Full residential address:

*Provide full legal name.

Details of ultimate holding company

Registered name:

Country of registration:

Registered number or identifier:

Address of registered office:*

Address for service:†

*The address of the registered office must be provided if the company is required by its country of registration to have a registered office.

†The address for service is not required if the address of the registered office has been provided.

Share parcels

Total number of shares issued:

Largest shareholders

Provide the following information in the prescribed format for the persons holding the 10 largest numbers of shares in the company.

Number of shares in share parcel:

Full legal name of shareholder:*

Address of shareholder:†

*In the case of a natural person, please provide the first name(s) followed by the surname in block letters. If the trustees of a trust (for example, a family trust) are not incorporated under the Charitable Trusts Act 1957 or another Act, the names of all the trustees must be shown and the shares recorded as being jointly held by them.

†If the shareholder is a natural person, please provide a residential address. If the shareholder is a body corporate, please provide the address of its registered office or, if it does not have a registered office, the address of its principal place of business.

Other shareholders

Does the company have more than 10 share parcels? Yes/No*

*Select one.

If the company is not a party to a listing agreement with a registered exchange, please provide the names and addresses of, and the number of shares held by, the other shareholders of the company on a separate sheet or sheets set out in the prescribed manner.

Number of shares in share parcel:

Full legal name of shareholder:

Address of shareholder:

Authorised person

I certify that the particulars contained in this annual return are correct.

Date:

Full legal name of authorised person:

Title of authorised person:

Signature of authorised person:

Details of person completing this return

Name:

Title:

Address:

Email address:

Telephone No:

Fax No (if any):

Schedule 1 form 12: replaced, on 1 May 2015, by regulation 5(3) of the Companies Act 1993 Amendment Regulations (No 2) 2014 (LI 2014/274).

Form 13

Consent and certificate of director or directors of amalgamated or proposed
company*Section 223(f), Companies Act 1993**If there is more than 1 director, attach a separate sheet or sheets with the consent and certificate of the additional director or directors set out in the prescribed format.*

Name of amalgamated/proposed* company:

Company No:

*Select one.

Director's details

First name(s):*

Surname:*

Full residential address:

*Provide full legal name.

Director's consent

I consent to be a director of the above amalgamated/proposed* company and certify that I am not disqualified from being appointed or holding office as a director of a company.

*Select one.

Date:

Signature:

Name of signatory:

*Please ensure that you are not disqualified from being a director of this company before signing this consent form.***Note:** Please read the disqualification notes below.**Disqualification details**

- 1 A person who is not a natural person cannot be a director of a company.
- 2 A person cannot be a director of a company if he or she is any of the following:
 - under 18 years of age:
 - an undischarged bankrupt:
 - prohibited from being a director or promoter of, or being concerned or taking part in the management of, a company under any statutory provisions:
 - subject to a property order under section 30 or 31 of the Protection of Personal and Property Rights Act 1988:

- not eligible because of requirements contained in the company's constitution (if any).

Prohibited persons

- 3 Persons prohibited from being a director or promoter of, or being concerned or taking part in the management of, a company include, but are not limited to,—
- people who have been convicted of a crime involving dishonesty in the last 5 years:
 - people prohibited by the Registrar of Companies or the Financial Markets Authority from managing a company:
 - people prohibited under the laws of a prescribed country, State, or territory (outside New Zealand) from being a director or promoter of, or being concerned or taking part in the management of, an overseas company:
 - people prohibited under section 103A, 103B, 103D, or 103E of the Limited Partnerships Act 2008 from being a general partner or promoter of, or being concerned or taking part in the management of, a limited partnership:
 - people prohibited under the laws of a prescribed country, State, or territory (outside New Zealand) from being a general partner or promoter of, or being concerned or taking part in the management of, an overseas limited partnership.

For more information, *see* sections 151 and 382 to 385AA of the Companies Act 1993.

Schedule 1 form 13: replaced, on 1 September 2014, by regulation 6(3) of the Companies Act 1993 Amendment Regulations (No 2) 2014 (LI 2014/274).

Schedule 1 form 13: amended, on 1 May 2015, by regulation 7 of the Companies Act 1993 Amendment Regulations (No 2) 2014 (LI 2014/274).

Form 14
Request to remove company from register
Section 318(1)(d), Companies Act 1993

Company name Company No

I, *[full name]*, being a shareholder authorised by special resolution of the above company to make this application/* a director authorised by the board of the above company to make this application/* a person required or permitted by the constitution to make this application*, request that the above company be removed from the register.

The grounds on which this request is made are—

* The company has ceased to carry on business, has discharged in full its liabilities to all its known creditors, and has distributed its surplus assets in accordance with its constitution and the Companies Act 1993.

or

* The company has no surplus assets after paying its debts in full or in part, and no creditor has applied to the court under section 241 of the Companies Act 1993 for an order putting the company into liquidation.

The following documents accompany this request:

- 1 A written notice from the Commissioner of Inland Revenue stating that the Commissioner has no objection to the company being removed from the New Zealand register.
- 2 A copy of the special resolution of shareholders under section 318(1)(d)(i) of the Companies Act 1993.*

Signature of shareholder/* director/* authorised person*:

Date:

Full legal name of shareholder/* director/* authorised person*:

*Delete if inapplicable.

Completed by Email*
 Address Telephone
 Facsimile
 *Optional.

Schedule 1 form 14: substituted, on 1 February 2005, by regulation 5 of the Companies Act 1993 Amendment Regulations (No 2) 2004 (SR 2004/453).

Form 15
Notice of change of name of overseas company
Section 334(5), Companies Act 1993

Registered name of overseas company Company No

The above company has changed its name to—

New name of company Name reservation No

Effective date
Day Month Year

Note: this is the date of change in the country of incorporation.

This notice is accompanied by the notice reserving the name of the company.

Signature of director/authorised person:

Date:

Full legal name of director/authorised person:

Completed by Email*
Address Telephone
Facsimile
*Optional.

Schedule 1 form 15: substituted, on 1 February 2005, by regulation 5 of the Companies Act 1993 Amendment Regulations (No 2) 2004 (SR 2004/453).

Form 16

Application for registration of overseas company on overseas register

Section 336(1), Companies Act 1993

[If there is insufficient space on the form to supply the information required, attach a separate sheet containing the information set out in the prescribed format. If the company is incorporated in Australia, see section 343A of the Act and regulation 4A.]

Company name Company No

Country in which company incorporated

Date on which company commenced carrying on business in New Zealand

Day Month Year

Contact name and address for communication
Full name
Address
Email [optional]

Full address of the place of business in New Zealand of the overseas company or, if the overseas company has more than 1 place of business in New Zealand, the full address of its principal place of business in New Zealand

Completed by Email*
Address Telephone
Facsimile
*Optional.

Directors

The following persons are the directors of the company at the date of this application:

Full legal name*	Residential address	Email address [optional]
<input type="text"/>	<input type="text"/>	<input type="text"/>

*Please give first name(s) followed by surname in BLOCK letters.

Persons authorised to accept service

The following person/* persons* resident/* incorporated* in New Zealand is/* are* authorised to accept service in New Zealand of documents on behalf of the company:

*Delete if inapplicable.

Full legal name*	Address†

*In the case of a natural person, please give first name(s) followed by surname in BLOCK letters.

†This address must be a physical address in New Zealand and not a PO Box or Private Bag address.

The following documents accompany this application:

- 1 Any document that evidences the incorporation of the company.
- 2 A copy of the instrument constituting or defining the constitution of the company.
- 3 The notice of name reservation.
- 4 If the documents referred to in 1 and 2 above are not in English, a translation of the documents certified in accordance with the Companies Act 1993 Regulations 1994.

Signed by or on behalf of the overseas company:

Date:

Full legal name of signatory:

Schedule 1 form 16: substituted, on 1 February 2005, by regulation 5 of the Companies Act 1993 Amendment Regulations (No 2) 2004 (SR 2004/453).

Schedule 1 form 16: amended, on 1 September 2007, by regulation 9 of the Companies Act 1993 Amendment Regulations 2007 (SR 2007/107).

Form 17

Notice of alteration of constitution of overseas company, change in directors,
change in place of business, or change in persons authorised to accept service*Section 339(1), Companies Act 1993*

[If there is insufficient space on the form to supply the information required, attach a separate sheet containing the information set out in the prescribed format. If the company is incorporated in Australia, see section 343A of the Act and regulation 4A.]

Company name

Company No

Alteration to constitution of overseas company

[Complete only if applicable.]

The instrument constituting/* defining the constitution of* the above company was altered on

--	--

Day

--	--

Month

--	--

Year

A copy of the document by which the alteration was made is attached.

*Delete if inapplicable.

Change in address of place of business or principal place of business of overseas company

[Complete only if applicable.]

New address of
place of business
or principal place
of business in New
Zealand

Address

Address for communication

[Please complete if the overseas company has a new address for communications from the Registrar.]

New address for
communications

Address
Email <i>[optional]</i>

Change in director's details

[Complete only if applicable.]

Director(s) ceasing to hold office *[Please provide director's full legal name.]*

First name(s)	Surname	Residential address	Date on which director ceased to hold office

Appointment of new director(s) [*Please provide director's full legal name.*]

First name(s)	Surname	Residential address	Email [optional]	Date of appointment

Change of name or residential address of director

[*Attach separate sheet in the prescribed format for multiple entries.*]

Director's surname Former surname*

First name(s) Former first name(s)*

Residential address Former residential address*

*Complete only if applicable.

Effective date of change of name or of residential address

Day Month Year

Set out below is a full list of the current directors of the company (including new appointments) at the date this notice is signed.

Full legal name	Residential address

Change in persons authorised to accept service in New Zealand of documents on behalf of overseas company

[*Complete only if applicable.*]

Person ceasing to be authorised to accept service	Appointment of person authorised to accept service
Full name	Full name
Address*	Address*
Date authorisation ceased	Date appointed
	Email [<i>optional</i>]

*In the case of a natural person, give a residential address. In the case of a body corporate, please give the address of its registered office or, if it does not have a registered office, the address of its principal place of business.

Details of any other persons authorised to accept service in New Zealand of documents on behalf of the overseas company at the date on which this notice is signed

Full legal name	Address*	Email [<i>optional</i>]

*In the case of a natural person, please give a residential address. In the case of a body corporate, please give the address of its registered office or, if it does not have a registered office, the address of its principal place of business.

Signature of director/authorised person:

Date:

Full legal name of director/authorised person:

Completed by		Email*	<input type="text"/>
Address		Telephone	<input type="text"/>
		Facsimile	<input type="text"/>
		*Optional.	

Schedule 1 form 17: substituted, on 1 February 2005, by regulation 5 of the Companies Act 1993 Amendment Regulations (No 2) 2004 (SR 2004/453).

Schedule 1 form 17: amended, on 1 September 2007, by regulation 10 of the Companies Act 1993 Amendment Regulations 2007 (SR 2007/107).

Form 18
Annual return of overseas company
Section 340(1), Companies Act 1993

Company name Company No

Date of annual return

Address of place of business or principal place of business in New Zealand

Person authorised to accept service in New Zealand of documents on behalf of the company

Full name
Address

[If more than 1 person is authorised to accept service in New Zealand, information about only 1 of those persons must be provided.]

Address for communications

Address
Email <i>[optional]</i>

Directors

Full legal name	Residential address	Email <i>[optional]</i>

[If the company is incorporated in Australia, see section 343A of the Act and regulation 4A.]

The information on the overseas register in respect of the above company is correct at the date of this return.

Signature of director/authorised person:

Date:

Full legal name of director/authorised person:

Completed by	<input type="text"/>	Email*	<input type="text"/>
Address		Telephone	<input type="text"/>
		Facsimile	<input type="text"/>
		*Optional.	

Schedule 1 form 18: substituted, on 1 February 2005, by regulation 5 of the Companies Act 1993 Amendment Regulations (No 2) 2004 (SR 2004/453).

Schedule 1 form 18: amended, on 1 September 2007, by regulation 11 of the Companies Act 1993 Amendment Regulations 2007 (SR 2007/107).

Form 19
Notice by overseas company of intention to cease to carry on business in New Zealand

Section 341(1)(b), Companies Act 1993

Company name Company No

The above company will cease to carry on business in New Zealand on

Day Month Year

Public notice under section 341(1)(a) of the Companies Act 1993 of the intention of the above company to cease to carry on business in New Zealand was given on

Day Month Year

Note: Public notice (under section 341(1)(a) of the Act) of the company's intention to cease carrying on business in New Zealand must have been given at least 3 months before this notice is given to the Registrar.

Signature of director/authorised person:

Date:

Full legal name of director/authorised person:

Completed by Email*
Address Telephone
Facsimile
*Optional.

Schedule 1 form 19: substituted, on 1 February 2005, by regulation 5 of the Companies Act 1993 Amendment Regulations (No 2) 2004 (SR 2004/453).

Form 20
Application by overseas company to register as company
Section 345(1), Companies Act 1993

Company name	<input style="width: 95%;" type="text"/>	Company No*	<input style="width: 95%;" type="text"/>
			*If the company is registered on the overseas register.
Country in which company incorporated	<input style="width: 95%;" type="text"/>		

The following documents must accompany this application:

- 1 A certified copy of the certificate of incorporation of the overseas company or any other similar document that evidences the incorporation of the overseas company.
- 2 A certified copy of the documents defining the constitution of the overseas company.
- 3 A statutory declaration by a director or authorised person that the overseas company is not prevented from being registered as a company under the Companies Act 1993 by either section 346 or section 347 of that Act.
- 4 A completed application to register a company under the Companies Act 1993.
- 5 If any document referred to above is not in English, a translation of the document certified in accordance with the Companies Act 1993 Regulations 1994.

Signature of director:

Date:

Full legal name of director:

Completed by	<input style="width: 95%;" type="text"/>	Email*	<input style="width: 95%;" type="text"/>
Address		Telephone	<input style="width: 95%;" type="text"/>
		Facsimile	<input style="width: 95%;" type="text"/>
		*Optional.	

Schedule 1 form 20: substituted, on 1 February 2005, by regulation 5 of the Companies Act 1993 Amendment Regulations (No 2) 2004 (SR 2004/453).

Form 21
Application for removal from New Zealand register
Section 351, Companies Act 1993

Company name	<input type="text"/>	Company No	<input type="text"/>
Country or part of country under the law of which the company is incorporated	<input type="text"/>		

The following documents must accompany this application:

- 1 A copy of the special resolution approving the making of this application.
- 2 A copy of the public notice that complies with section 353 of the Companies Act 1993 and particulars of its publication.
- 3 A statutory declaration by a director of the company that—
 - (a) the company is not in liquidation and, to the best of his or her knowledge, an application under section 241 of the Companies Act 1993 has not been made to put the company into liquidation:
 - (b) no receiver or manager has been appointed in relation to any of the property of the company:
 - (c) the company has not entered into a compromise with its creditors or a class of creditors under Part 14 of the Companies Act 1993, and that no such compromise has been proposed in relation to the property of the company:
 - (d) the court has not approved a compromise under Part 15 of the Companies Act 1993 in relation to the company and, to the best of his or her knowledge, an application to the court to approve such a compromise has not been made:
 - (e) the company would, immediately before it is removed from the register, satisfy the solvency test.
- 4 Written notice from the Commissioner of Inland Revenue stating that the Commissioner has no objection to the company being removed from the New Zealand register.
- 5 A copy of the certificate of incorporation of the company or a similar document that evidences its incorporation under the law in force in, or in any part of, the other country.
- 6 If any document referred to in paragraph 5 above is not in English, a translation of the document certified in accordance with the Companies Act 1993 Regulations 1994.

Signature of director/authorised person:

Date:

Full name of director/authorised person:

Completed by	<input type="text"/>	Email*	<input type="text"/>
Address		Telephone	<input type="text"/>
		Facsimile	<input type="text"/>
		*Optional.	

Schedule 1 form 21: substituted, on 1 February 2005, by regulation 5 of the Companies Act 1993 Amendment Regulations (No 2) 2004 (SR 2004/453).

Form 22

Infringement notice

Section 207Z, Companies Act 1993

Infringement notice No:

Date of notice:

Enforcement authority

This infringement notice is issued by: *[full name of Registrar, Registrar's full title]*.

Address for correspondence and queries:

Infringement notice served on—

Full name:

Full address:

Date of birth*:

Occupation*:

Gender*:

Telephone number*:

*These particulars must be specified only if known. The particulars for date of birth, occupation, and gender are not required if the notice is served on a company or other body corporate.

Alleged infringement offence details

The offence is one against section *[specify either section 207G(2) or 207G(3)]* of the Companies Act 1993 in respect of a failure referred to in section 207G(1)(e) of that Act (which relates to failing to register financial statements).

Date:

Time:

Place to which copy of statements and auditor's report should have been delivered:

Name of company or overseas company concerned:

Incorporation or registration number of company or overseas company concerned:

Address of company or overseas company concerned: *[specify registered office or, if there is no registered office in New Zealand, the principal place of business in New Zealand]*

Nature of alleged infringement:

The infringement fee payable is \$7,000.

Service details

Infringement notice served by *[method of service]* on *[date]*.

Payment of infringement fee

The infringement fee is payable within 28 days after *[date notice delivered personally or sent by post]*.

The infringement fee may be paid to the enforcement authority at *[address]* by *[specify method(s)]*.

Important: Please read the summary below—if you do not understand it, you should consult a lawyer immediately.

Summary of rights

1 This notice sets out an alleged infringement offence.

Payments

2 If you pay the infringement fee for an alleged infringement offence within 28 days after you have been served with this notice, no further enforcement action will be taken for that offence. Payments should be made to the enforcement authority at the address for payment specified in this notice.

If, under section 21(3A) or (3C)(a) of the Summary Proceedings Act 1957, you enter or have entered into a time-to-pay arrangement with an informant in respect of an infringement fee payable by you, paragraphs 4(b), 4(c), 5, 6, and 7 below do not apply, and you are not entitled either to request a hearing to deny liability or to ask the court to consider any submissions (as to penalty or otherwise) in respect of the infringement.

Defence

3 You have a complete defence against proceedings for an alleged infringement offence if the infringement fee has been paid to the enforcement authority, at the address for payment specified in this notice, before or within 28 days after a reminder notice in respect of the alleged offence is served on you. Late payment or payment made to any other address will not constitute a defence.

Further action

4 You should write to the enforcement authority at the address for correspondence shown on the front page of this notice if you wish to—

- (a) raise any matter relating to the circumstances of an alleged offence for consideration by the enforcement authority; or
- (b) deny liability for the alleged offence and request a court hearing; or
- (c) admit liability for the alleged offence, but wish to have a court consider written submissions as to penalty or otherwise.

The letter should be signed.

5 You have a right to request a hearing. If you deny liability for the alleged offence and request a hearing, the enforcement authority will serve you with a notice of hearing that sets out the place and time at which the matter will be heard by the court (unless the authority decides not to start court proceedings).

Note: If the court finds you guilty of the offence, costs will be imposed in addition to any penalty.

6 A request for a hearing must—

- (a) be in writing and signed by you; and

- (b) be delivered to the enforcement authority at the address for correspondence shown on the front page of this notice; and
 - (c) be delivered within 28 days after you have been served with a reminder notice.
- 7 If you admit liability for the alleged offence but want the court to consider your submissions as to penalty or otherwise, you should, in your letter to the enforcement authority,—
- (a) request a hearing; and
 - (b) admit liability for the offence; and
 - (c) set out the written submissions you wish to be considered by the court.
- The enforcement authority will then file your letter with the court (unless the enforcement authority decides not to start court proceedings). There is no provision for an oral hearing before the court if you follow this course of action.
- Note:** Costs will be imposed in addition to any penalty.
- 8 If you do not pay the infringement fee and do not request a hearing in respect of an alleged offence within 28 days after you have been served with this notice, you will (unless the enforcement authority decides otherwise) be served with a reminder notice.
- 9 If you do not pay the infringement fee and do not request a hearing in respect of the alleged offence within 28 days after being served with the reminder notice, you will become liable to pay costs in addition to a fine (if the enforcement authority decides to start court proceedings against you). The fine will be equal to the amount of the infringement fee or the amount of the infringement fee remaining unpaid.
- 10 When writing or making payment of an infringement fee, please indicate—
- (a) the date of the alleged infringement offence; and
 - (b) the infringement notice number; and
 - (c) your full name and address for replies.

Note: All queries and correspondence regarding the infringement offence must be directed to the enforcement authority at the address shown on the front page of this notice.

Further details of your rights and obligations are set out in section 21 of the Summary Proceedings Act 1957.

Schedule 1 form 22: inserted, on 1 April 2014, by regulation 5 of the Companies Act 1993 Amendment Regulations 2014 (LI 2014/47).

Form 23
Reminder notice

Section 207ZA, Companies Act 1993

Reminder notice No: _____ Date of notice: _____

Enforcement authority

Infringement notice issued by: *[full name of Registrar, Registrar's full title]*

Address for correspondence and queries:

This notice is to remind you that an infringement notice has been issued to you. The details of the notice are as follows:

Infringement notice served on—

Full name:

Full address:

Date of birth*:

Occupation*:

Gender*:

Telephone number*:

*These particulars must be specified only if known. The particulars for date of birth, occupation, and gender are not required if the notice is served on a company or other body corporate.

Alleged infringement offence details

The offence is one against section *[specify either section 207G(2) or 207G(3)]* of the Companies Act 1993 in respect of a failure referred to in section 207G(1)(e) of that Act (which relates to failing to register financial statements).

Date:

Time:

Place to which copy of statements and auditor's report should have been delivered:

Company or overseas company concerned:

Incorporation or registration number of company or overseas company concerned:

Address of company or overseas company concerned: *[specify registered office or, if there is no registered office in New Zealand, the principal place of business in New Zealand]*

Nature of alleged infringement:

The infringement fee payable is \$7,000.

The amount of the infringement fee remaining unpaid:

Service details

(To be provided for filing in court)

Infringement notice served by *[method of service]* on *[date]*.

Reminder notice served by *[method of service]* at *[full address of service]* on *[date]*.

Payment of infringement fee

The infringement fee was payable to the enforcement authority within 28 days after [date infringement notice was delivered personally or sent by post]. The infringement fee remains payable to the enforcement authority at [address].

The last day for payment of the infringement fee is [date], being 28 days after the date of service of this notice. The payment may be made by [specify method(s)].

Important: Please read the summary below—if you do not understand it, you should consult a lawyer immediately.

Summary of rights

- 1 You have not paid the infringement fee described on the front page, or asked for a hearing, within 28 days after you were served with the infringement notice. That is why you have been served with this reminder notice.

Payments

- 2 If you pay the infringement fee for an alleged infringement offence within 28 days after you are served with this notice, no further enforcement action will be taken for that offence. Payments should be made to the enforcement authority at the address for payment specified in this notice.

If, under section 21(3A) or (3C)(a) of the Summary Proceedings Act 1957, you enter or have entered into a time-to-pay arrangement with an informant in respect of an infringement fee payable by you, paragraphs 4(b), 4(c), 5, 6, and 7 below do not apply, and you are not entitled either to request a hearing to deny liability or to ask the court to consider any submissions (as to penalty or otherwise) in respect of the infringement.

Defence

- 3 You have a complete defence against proceedings for an alleged infringement offence if the infringement fee has been paid to the enforcement authority, at the address for payment specified in this notice, before or within 28 days after a reminder notice in respect of the alleged offence is served on you. Late payment or payment made to any other address will not constitute a defence.

Further action

- 4 You should write to the enforcement authority at the address for correspondence shown on the front page of this notice if you wish to—
 - (a) raise any matter relating to the circumstances of an alleged offence for consideration by the enforcement authority; or
 - (b) deny liability for the alleged offence and request a court hearing; or
 - (c) admit liability for the alleged offence, but wish to have a court consider written submissions as to penalty or otherwise.

The letter should be signed.

- 5 You have a right to request a hearing. If you deny liability for the alleged offence and request a hearing, the enforcement authority will serve you with a notice of hearing that sets out the place and time at which the matter will be heard by the court (unless the enforcement authority decides not to start court proceedings).

Note: If the court finds you guilty of the offence, costs will be imposed in addition to any penalty.

- 6 A request for a hearing must—
- (a) be in writing and signed by you; and
 - (b) be delivered to the enforcement authority at the address for correspondence shown on the front page of this notice; and
 - (c) be delivered within 28 days after you are served with this notice.

- 7 If you admit liability for the alleged offence but want the court to consider your submissions as to penalty or otherwise, you should, in your letter to the enforcement authority,—

- (a) request a hearing; and
- (b) admit liability for the offence; and
- (c) set out the written submissions you wish to be considered by the court.

The enforcement authority will then file your letter with the court (unless the enforcement authority decides not to start court proceedings). There is no provision for an oral hearing before the court if you follow this course of action.

Note: Costs will be imposed in addition to any penalty.

- 8 If you do not pay the infringement fee and do not request a hearing in respect of the alleged offence within 28 days after being served with this reminder notice, you will become liable to pay costs in addition to a fine (if the enforcement authority decides to start court proceedings against you). The fine will be equal to the amount of the infringement fee or the amount of the infringement fee remaining unpaid.

- 9 When writing or making payment of an infringement fee, please indicate—
- (a) the date of the alleged infringement offence; and
 - (b) the number of this reminder notice; and
 - (c) your full name and address for replies.

Note: All queries and correspondence regarding the infringement offence must be directed to the enforcement authority at the address shown on the front page of this notice.

Further details of your rights and obligations are set out in section 21 of the Summary Proceedings Act 1957.

Schedule 1 form 23: inserted, on 1 April 2014, by regulation 5 of the Companies Act 1993 Amendment Regulations 2014 (LI 2014/47).

Form 24
Notice of change of ultimate holding company
Section 94B, Companies Act 1993

Company name:

Company No:

Details of new ultimate holding company

Registered name:

Country of registration:

Registered number or identifier:

Address of registered office:*

Address for service:†

*The address of the registered office must be provided if the company is required by its country of registration to have a registered office.

†The address for service is not required if the address of the registered office has been provided.

Date of change (dd/mm/yy):

Details of previous ultimate holding company

Registered name:

Country of registration:

Registered number or identifier:

Details of authorised person completing form

Name:

Title:

Address:

Email address:

Telephone No:

Fax No (if any):

Schedule 1 form 24: inserted, on 1 May 2015, by regulation 8 of the Companies Act 1993 Amendment Regulations (No 2) 2014 (LI 2014/274).

Schedule 2

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Schedule 2: substituted, on 1 January 2002, by regulation 3 of the Companies Act 1993 Amendment Regulations 2001 (SR 2001/361).

Part 1**Table of fees payable to Registrar of Companies**

For an application to register a company under section 12(1) of the Act	\$103.50
For an application to reserve the name of a company under section 22(1) of the Act	\$11.50
For registration of financial statements, group financial statements, and auditor's reports under section 207E of the Act	\$201.25
For registration of an annual return under section 214(1) of the Act	\$24.15 (or \$20.70 if application is lodged using a Government to Business (G2B) service)
For registration of documents to effect an amalgamation under section 223 of the Act	\$402.50
For an application to restore a company to the New Zealand register under section 328 of the Act	\$172.50
For an application to register an overseas company under section 336(1) of the Act	\$130
For registration of an annual return by an overseas company under section 340(1) of the Act	\$25
For inspection under section 363(1) of the Act of any number of documents contained in a single file that is part of the New Zealand register or the overseas register	\$10 (but no fee if inspection is carried out by electronic means)
For a copy of, or extract from, a document that is part of the New Zealand register or the overseas register, in addition to any fee for certifying the copy or extract,—	
(a) if a photocopy is made by a member of the public using a photocopy machine provided for public use, for each A4 sheet	\$0.20
(b) if a photocopy is made by the Registrar, for each A4 sheet	\$1
For any other electronic search	\$5

Schedule 2 Part 1: amended, on 1 July 2017, by regulation 5(1) of the Companies Act 1993 Amendment Regulations 2017 (LI 2017/140).

Schedule 2 Part 1: amended, on 1 July 2017, by regulation 5(2) of the Companies Act 1993 Amendment Regulations 2017 (LI 2017/140).

Schedule 2 Part 1: amended, on 1 July 2017, by regulation 5(3) of the Companies Act 1993 Amendment Regulations 2017 (LI 2017/140).

Schedule 2 Part 1: amended, on 1 July 2017, by regulation 5(4) of the Companies Act 1993 Amendment Regulations 2017 (LI 2017/140).

Schedule 2 Part 1: amended, on 1 July 2017, by regulation 5(5) of the Companies Act 1993 Amendment Regulations 2017 (LI 2017/140).

Schedule 2 Part 1: amended, on 1 July 2017, by regulation 5(6) of the Companies Act 1993 Amendment Regulations 2017 (LI 2017/140).

Schedule 2 Part 1: amended, on 1 July 2017, by regulation 5(7) of the Companies Act 1993 Amendment Regulations 2017 (LI 2017/140).

Schedule 2 Part 1: amended, on 11 September 2014, by regulation 9 of the Companies Act 1993 Amendment Regulations (No 2) 2014 (LI 2014/274).

Schedule 2 Part 1: amended, on 1 August 2012, by regulation 4(c) of the Companies Act 1993 Amendment Regulations 2012 (SR 2012/119).

Schedule 2 Part 1: amended, on 1 August 2012, by regulation 4(d) of the Companies Act 1993 Amendment Regulations 2012 (SR 2012/119).

Schedule 2 Part 1: amended, on 1 July 2007, by regulation 4(1) of the Companies Act 1993 Amendment Regulations (No 2) 2007 (SR 2007/135).

Schedule 2 Part 1: amended, on 1 July 2007, by regulation 4(2) of the Companies Act 1993 Amendment Regulations (No 2) 2007 (SR 2007/135).

Part 2

Amounts payable to Registrar of Companies by way of penalty for failure to deliver documents within prescribed time

For the delivery of a document after the time specified in the Act in respect of that document (whether or not any other fee is payable and in addition to any other fee payable)—

- | | | |
|-----|---|-------|
| (a) | if delivered not later than 25 working days after the time prescribed | \$25 |
| (b) | if delivered more than 25 working days after the time prescribed | \$100 |

Marie Shroff,
Clerk of the Executive Council.

Issued under the authority of the Legislation Act 2012
Date of notification in *Gazette*: 16 June 1994.

Reprints notes

1 *General*

This is a reprint of the Companies Act 1993 Regulations 1994 that incorporates all the amendments to those regulations as at the date of the last amendment to them.

2 *Legal status*

Reprints are presumed to correctly state, as at the date of the reprint, the law enacted by the principal enactment and by any amendments to that enactment. Section 18 of the Legislation Act 2012 provides that this reprint, published in electronic form, has the status of an official version under section 17 of that Act. A printed version of the reprint produced directly from this official electronic version also has official status.

3 *Editorial and format changes*

Editorial and format changes to reprints are made using the powers under sections 24 to 26 of the Legislation Act 2012. See also <http://www.pco.parliament.govt.nz/editorial-conventions/>.

4 *Amendments incorporated in this reprint*

New Zealand Business Number Funding (Validation and Authorisation) Act 2019 (2019 No 25): section 6

Companies Act 1993 Amendment Regulations 2017 (LI 2017/140)

Companies Act 1993 Amendment Regulations (No 2) 2014 (LI 2014/274)

Companies Act 1993 Amendment Regulations 2014 (LI 2014/47)

Companies Act 1993 Amendment Regulations 2012 (SR 2012/119)

Companies Act 1993 Amendment Regulations (No 2) 2007 (SR 2007/135)

Companies Act 1993 Amendment Regulations 2007 (SR 2007/107)

Companies Act 1993 Amendment Regulations (No 2) 2004 (SR 2004/453)

Companies Act 1993 Amendment Regulations 2001 (SR 2001/361)

Companies Act 1993 Regulations 1994, Amendment No 1 (SR 1996/34)