



## **Companies Act 1993 Amendment Regulations (No 2) 2014**

Jerry Mateparae, Governor-General

### **Order in Council**

At Wellington this 11th day of August 2014

Present:

The Right Hon John Key presiding in Council

Pursuant to sections 207E(2), 372(1), and 395 of the Companies Act 1993, His Excellency the Governor-General, acting on the advice and with the consent of the Executive Council, makes the following regulations.

### **Contents**

	Page
1 Title	2
2 Commencement	2
3 Principal regulations	2
4 New regulation 12 inserted (Enforcement countries)	2
12 Enforcement countries	2
5 Schedule 1, forms 1, 10, and 12 replaced	2
6 Schedule 1, forms 2, 9, and 13 replaced	3
7 Schedule 1, forms 2, 9, and 13 amended	3
8 Schedule 1, new form 24 inserted	3
9 Schedule 2, Part 1 amended	3

<b>Schedule 1</b>	4
<b>Forms 1, 10, and 12 of Schedule 1 replaced</b>	
<b>Schedule 2</b>	14
<b>Forms 2, 9, and 13 of Schedule 1 replaced</b>	
<b>Schedule 3</b>	20
<b>New form 24 inserted in Schedule 1</b>	

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## **Regulations**

- 1 Title**  
These regulations are the Companies Act 1993 Amendment Regulations (No 2) 2014.
- 2 Commencement**
- (1) Regulations 4, 5, 7, and 8 come into force on 1 May 2015.
  - (2) Regulation 9 comes into force on 11 September 2014.
  - (3) The rest of these regulations come into force on 1 September 2014.
- 3 Principal regulations**  
These regulations amend the Companies Act 1993 Regulations 1994 (the **principal regulations**).
- 4 New regulation 12 inserted (Enforcement countries)**  
After regulation 11, insert:
- “12 Enforcement countries**  
The Commonwealth of Australia is an enforcement country for the purposes of section 10(d) of the Act.”
- 5 Schedule 1, forms 1, 10, and 12 replaced**
- (1) In Schedule 1, replace form 1 with the form 1 set out in Schedule 1 of these regulations.
  - (2) In Schedule 1, replace form 10 with the form 10 set out in Schedule 1 of these regulations.
  - (3) In Schedule 1, replace form 12 with the form 12 set out in Schedule 1 of these regulations.

**6 Schedule 1, forms 2, 9, and 13 replaced**

- (1) In Schedule 1, replace form 2 with the form 2 set out in Schedule 2 of these regulations.
- (2) In Schedule 1, replace form 9 with the form 9 set out in Schedule 2 of these regulations.
- (3) In Schedule 1, replace form 13 with the form 13 set out in Schedule 2 of these regulations.

**7 Schedule 1, forms 2, 9, and 13 amended**

In Schedule 1, forms 2, 9, and 13, under the heading “**Dis-qualification details**”, replace “385” with “385AA”.

**8 Schedule 1, new form 24 inserted**

In Schedule 1, after form 23, insert the form 24 set out in Schedule 3 of these regulations.

**9 Schedule 2, Part 1 amended**

In Schedule 2, Part 1, after the item relating to reservation of company names under section 22(1), insert:

For registration of financial statements, group financial statements, and auditor’s reports under section 207E of the Act      \$255.55

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**Schedule 1**

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**Forms 1, 10, and 12 of Schedule 1 replaced**

## 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.

Form 1—*continued*

*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:

Form 1—*continued*

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:

Form 1—*continued*

Fax No (if any):

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.



Form 10—*continued*

*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:

Form 10—*continued*

**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):

**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.

Form 12—*continued***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:

Form 12—*continued***Details of person completing this return**

Name:

Title:

Address:

Email address:

Telephone No:

Fax No (if any):  

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**Schedule 2**

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**Forms 2, 9, and 13 of Schedule 1 replaced**

## 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:

Form 2—*continued*

- 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 385 of the Companies Act 1993.

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:



Form 9—*continued*

- 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 385 of the Companies Act 1993.

## 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:

Form 13—*continued*

- 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 385 of the Companies Act 1993.

**Schedule 3**

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**New form 24 inserted in Schedule 1**

## 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):

Michael Webster,  
Clerk of the Executive Council.

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### Explanatory note

*This note is not part of the regulations, but is intended to indicate their general effect.*

These regulations amend the Companies Act 1993 Regulations 1994 (the **principal regulations**) to—

- prescribe a fee for registering financial statements and other documents under section 207E of the Companies Act 1993 (the **Act**); and
- make the following consequential amendments as a result of the Companies Amendment Act 2014:
  - to prescribe Australia as an enforcement country for the purpose of section 10(d) of the Act; and
  - to revise forms 1 and 10 in Schedule 1 of the principal regulations to require the dates and places of birth of directors; and
  - to revise forms 1 and 10 to require additional information for directors who reside in enforcement countries; and
  - to revise forms 1 and 12 to require certain information on a company's ultimate holding company; and
  - to revise forms 2, 9, and 13 to update the notes that explain who is disqualified from being a director; and
  - to insert a *new form 24* in Schedule 1 for giving notice of a change of a company's ultimate holding company.

*Regulations 1 to 3 and 6* come into force on 1 September 2014, *regulations 4, 5, 7, and 8* come into force on 1 May 2015, and *regulation 9* comes into force on 11 September 2014.

### Regulatory impact statement

The Ministry of Business, Innovation, and Employment produced regulatory impact statements on 30 June 2010 and 24 October 2012 to help inform the decisions taken by the Government relating to the contents of this instrument.

Copies of those regulatory impact statements can be found attached to the relevant Cabinet papers at <http://www.med.govt.nz/business/business-law/current-business-law-work/companies-act-changes>

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Issued under the authority of the Legislation Act 2012.

Date of notification in *Gazette*: 14 August 2014.

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

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