Companies Act 1993 Amendment Regulations (No 2) 2004

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

Contents

		Page
1	Title	1
2	Commencement	2
3	New regulation 4 substituted	2
	4 Forms	2
4	New regulations 7 and 7A substituted	2
	7 General requirements for documents	2
	7A Email address must be provided if application for registration of company or annual return is registered, delivered, sent, or forwarded using online service	2
5	New Schedule 1 substituted	3
	Schedule	3
	New Schedule 1 substituted in principal regulations	

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1 Title

(1) These regulations are the Companies Act 1993 Amendment Regulations (No 2) 2004.

(2) In these regulations, the Companies Act 1993 Regulations 1994[1] are called "the principal regulations".

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[1] SR 1994/118

2 Commencement

These regulations come into force on 1 February 2005.

3 New regulation 4 substituted

The principal regulations are amended by revoking regulation 4, and substituting the following regulation:

"**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 number/* name reservation number*	

**Delete if inapplicable.*

4 New regulations 7 and 7A substituted

The principal regulations are amended by revoking regulation 7, and substituting the following regulations:

"**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.

"**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 applica-

tion 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."

5 New Schedule 1 substituted

The principal regulations are amended by revoking Schedule 1, and substituting the Schedule 1 set out in the Schedule.

Schedule

r 5

New Schedule 1 substituted in principal regulations

Schedule 1

r 4

Forms

Form 1	Application for registration of company
Form 2	Consent and certificate of director or directors of proposed company
Form 3	Consent of shareholder or shareholders of proposed company
Form 4	Application for reservation of company name
Form 5	Application to change name of company

Schedule 1—*continued*

Form 1	Application for registration of company
Form 6	Notice of adoption, alteration, or revocation of constitution
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)
Form 8	Notice of purchase or acquisition by company of own shares
Form 9	Consent and certificate of director
Form 10	Notice of change of directors and particulars of directors
Form 11	Notice of change of registered office or of address for service
Form 12	Annual return
Form 13	Consent and certificate of director or directors of amalgamated or proposed company
Form 14	Request to remove company from register
Form 15	Notice of change of name of overseas company
Form 16	Application for registration of overseas company on overseas register
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
Form 18	Annual return of overseas company
Form 19	Notice by overseas company of intention to cease to carry on business in New Zealand

Schedule 1—*continued*

Form 1	Application for registration of company
Form 20	Application by overseas company to register as company
Form 21	Application for removal from New Zealand register.

Schedule 1—*continued*

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.*]

Name of proposed company		Name reservation number Proposed company number
Address of registered office		[*This must be a physical address in New Zealand and must not be a PO Box or Private Bag address.*]
Address for service		[*This must be a physical address in New Zealand and must not be a PO Box or Private Bag address.*]
Postal address to which communications from the Registrar may be sent Email [*optional*]		
Completed by Address		Email* Telephone Facsimile

**Optional.*

Schedule 1—*continued*
Form 1—*continued*

Directors

The following persons are the directors of the proposed company:

Full legal name*	**Residential address**	**Email address** [*optional*]

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

Share parcels

The following persons are the shareholders of the proposed company:

Full legal name*	**Address†**	**Number of shares** [*Please indicate if shares are held jointly.*]

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

†*In the case of a natural person, please give 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, of its principal place of business.*

Total number of shares:.....

Schedule 1—*continued*
Form 1—*continued*

The following documents accompany this form:

1 The notice of name reservation.

2 If the company has a constitution, a document certified by at least 1 applicant as the company's constitution.

3 The consent and certificate of every director. [*Please use form 2 for this purpose.*]

4 The consent of every shareholder. [*Please use form 3 for this purpose.*]

5 The written authority of the agent that signed the form of consent referred to in paragraph 4 above. [*Delete if inapplicable.*]

Signature of applicant:…….....…….. Date: ……

Full legal name of applicant: …….....……

Address of applicant: …….....…..

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

Form 2
Consent and certificate of director or directors of proposed company

Schedule 1—*continued*
Form 2—*continued*

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 number

Proposed company number

Director's first name(s)

Director's surname

[*Please ensure your full legal name is provided—initials are not allowed.*]

[*Please read the disqualification details below.*]

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.

Signature

Name of signatory

Director's residential address

Disqualification details

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

A person cannot be a director of a company if he or she is any of the following:

- under 18 years of age; or
- an undischarged bankrupt; or
- prohibited from being a director or promoter of, or being concerned or taking part in the management of, a company under any statutory provisions. This includes (but is not limited to) people who have been convicted of a crime involving dishonesty in the last 5 years or have been prohibited from managing a company by the Registrar of Companies; or
- subject to a property order under section 30 or section 31 of the Protection of Personal and Property Rights Act 1988; or
- not eligible because of requirements contained in the company's constitution (if any).

A person who is not a natural person cannot be a director of a company.

For more information refer to sections 151 and 382 to 385 of the Companies Act 1993.

Schedule 1—*continued*
Form 2—*continued*

Completed by		Email*	
Address		Telephone	
		Facsimile	
		*Optional.	

Form 3
Consent of shareholder or shareholders of proposed company

Schedule 1—*continued*
Form 3—*continued*

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 number

Proposed company number

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

Schedule 1—*continued*
Form 3—*continued*

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		Email*	
		Telephone	
Address		Facsimile	

**Optional.*

Form 4
Application for reservation of company name

Schedule 1—*continued*
Form 4—*continued*

Section 22(1), Companies Act 1993

Proposed company name	

[*Please ensure that the information provided on this form is legible.*]

Type of company [*Please tick one of the boxes.*] New Zealand company ☐ Overseas company ☐

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—*continued*

Form 5
Application to change name of company

Section 23(1), Companies Act 1993

Existing name of company		Company number

Proposed name of company		Name reservation number

[*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		Email*	
		Telephone	
Address		Facsimile	

**Optional.*

Form 6
Notice of adoption, alteration, or revocation of constitution

Schedule 1—*continued*
Form 6—*continued*

Section 32(3), Companies Act 1993

Company name		Company number	

The abovenamed company has—

[*Place a tick in the appropriate box.*]

☐	adopted a constitution	Date*	
☐	altered its constitution	Date*	
☐	revoked its constitution	Date*	
☐	revoked its previous constitution and adopted the attached new constitution	Date*	

**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		Email*	
		Telephone	
Address		Facsimile	

**Optional.*

Schedule 1—*continued*

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 number

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: .....

Schedule 1—*continued*
Form 7—*continued*

Completed by		Email*	
		Telephone	
Address		Facsimile	
		*Optional.	

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

Schedule 1—*continued*
Form 8—*continued*

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 number

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*] ☐ Treasury stock [*tick if applicable*] ☐ Total number of company shares after cancellation	

Signature of director / authorised person: ..... Date: .....

Full legal name of director authorised person: .....

Schedule 1—*continued*
Form 8—*continued*

Completed by		Email*	
		Telephone	
Address		Facsimile	

*Optional.

Form 9
Consent and certificate of director

Schedule 1—*continued*
Form 9—*continued*

Section 152, Companies Act 1993

Company name		Company number	

Director's first name(s)		Director's surname	

[*Please ensure your full legal name is provided—initials are not allowed.*]

[*Please read the disqualification details below.*]

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.

Signature Name of signatory	

Date of appointment	

Director's residential address	

Schedule 1—*continued*
Form 9—*continued*

Disqualification details

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

A person cannot be a director of a company if he or she is any of the following:

- under 18 years of age; or
- an undischarged bankrupt; or
- prohibited from being a director or promoter of, or being concerned or taking part in the management of, a company under any statutory provisions. This includes (but is not limited to) people who have been convicted of a crime involving dishonesty in the last 5 years or have been prohibited from managing a company by the Registrar of Companies; or
- subject to a property order under section 30 or section 31 of the Protection of Personal and Property Rights Act 1988; or
- not eligible because of requirements contained in the company's constitution (if any).

A person who is not a natural person cannot be a director of a company.

For more information refer to sections 151 and 382 to 385 of the Companies Act 1993.

Completed by		Email*	
		Telephone	
Address		Facsimile	

**Optional.*

Form 10
Notice of change of directors and particulars of directors

Schedule 1—*continued*
Form 10—*continued*

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 number

***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

**Complete only if applicable.*

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

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

[*In the case of the appointment of a new director, the consent and certificate of the new director must be attached to this form. Please use form 9 for this purpose.*]

**Complete only if applicable.*

Schedule 1—*continued*
Form 10—*continued*

***Change of name or residential address of director**

[*Attach separate sheets for multiple entries.*]

Director's surname		Former surname*	
First name(s)		Former first name(s)*	
Residential address		Former residential address*	
Date of change	Day	Month	Year

**Complete only if applicable.*

Set out below are the names and residential addresses of every person who is a director of the company from the date of this notice.

Full legal name*	**Residential address**

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

Schedule 1—*continued*
Form 10—*continued*

Signature of director / authorised person: ..... Dated: .....

Full legal name of director / authorised person: .....

[*This form cannot be signed by a resigned director.*]

Completed		by Email*	
Address		Telephone	
		Facsimile	

**Optional.*

Form 11
Notice of change of registered office or of address for service

Schedule 1—*continued*
Form 11—*continued*

Sections 187(2) and 193(2), Companies Act 1993

Company name

Company number

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.

Schedule 1—*continued*
Form 11—*continued*

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—*continued*

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 number

	Current address	Updated address
Address for communication [*This is the postal address to which communications from the Registrar will usually be sent.*]		

Email reminder [*To receive a reminder by email instead of by paper, provide your email address here.*]	Email address
Mobile telephone number [*To receive a text message as well as an email reminder, provide your mobile telephone number here.*]	Mobile telephone number*

*The costs of the message will be charged to your mobile telephone.

	Current address	Updated address
Address of registered office [*This address must be a physical address and not a PO Box, Private Bag, or document exchange address.*]		

	Current address	Updated address
Address for service [*This address must be a physical address and not a PO Box, Private Bag, or document exchange address.*]		

Schedule 1—*continued*
Form 12—*continued*

Company directors

Full legal name	Residential address

Share parcels Total number of shares issued

[*Please give in the table below the names and addresses of and the number of shares held by, the persons holding the 10 largest numbers of shares. If the company is not a party to a listing agreement with a registered exchange, please give 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.*]

[*Please tick the box if the company has more than 10 share parcels.*]

Number of shares in share parcel	Full legal name(s) of shareholder(s)	Address(es) of shareholder(s)*

**If the shareholder is a natural person, please give a residential address. lithe 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.*

[Note: *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.*]

Schedule 1—*continued*
Form 12—*continued*

Auditor and annual meeting	Specify the date of the last annual meeting or resolution in lieu of a meeting.	Date	Month	Year
	Did the shareholders pass a unanimous resolution not to appoint an auditor for the current year?	Yes / No		
	If you answered yes to the question above, specify the date of the resolution.	Date	Month	Year
Date of annual return	[*This is the date within the month that your return is due to be filed.*]	Date	Month	Year

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

Name of director / authorised person: .....

Signature of director / authorised person: .....

Details of person filing this return

Name and postal address	**Other details**
	Telephone Email [*optional*] Facsimile

Schedule 1—*continued*

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

**Delete if inapplicable.*

Company number

Director's first name(s)

Director's surname

[*Please ensure your full legal name is provided—initials are not allowed.*]

[*Please read the disqualification details below.*]

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.

**Delete if inapplicable.*

Signature

Name of signatory

Date signed

Director's residential address

Schedule 1—*continued*
Form 13—*continued*

Disqualification details

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

A person cannot be a director of a company if he or she is any of the following:

- under 18 years of age; or
- an undischarged bankrupt; or
- prohibited from being a director or promoter of, or being concerned or taking part in the management of, a company under any statutory provisions. This includes (but is not limited to) people who have been convicted of a crime involving dishonesty in the last 5 years or have been prohibited from managing a company by the Registrar of Companies; or
- subject to a property order under section 30 or section 31 of the Protection of Personal and Property Rights Act 1988; or
- not eligible because of requirements contained in the company's constitution (if any).

A person who is not a natural person cannot be a director of a company.

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

Completed by		Email*	
		Telephone	
Address		Facsimile	
		*Optional.	

Form 14
Request to remove company from register

Schedule 1—*continued*
Form 14—*continued*

Section 318(1)(d), Companies Act 1993

Company name | Company number

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—*continued*

Form 15
Notice of change of name of overseas company

Section 334(5), Companies Act 1993

Registered name of overseas company

Company number

The above company has changed its name to—

New name of company

Name reservation number

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

Address

Email*

Telephone

Facsimile

**Optional.*

Schedule 1—*continued*

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.*]

Company name

Company number

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

Address

Email*

Telephone

Facsimile

**Optional.*

Schedule 1—*continued*
Form 16—*continued*

Directors

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

Full legal name*	**Residential address**	**Email address** [*optional*]

**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.

Schedule 1—*continued*
Form 16—*continued*

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: .....

Form 17
Notice of alteration of constitution of overseas company, change in directors, change in place

Schedule 1—*continued*
Form 17—*continued*

# 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.*]

Company name		Company number

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 [*optional*]

Schedule 1—*continued*
Form 17—*continued*

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

Schedule 1—*continued*
Form 17—*continued*

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 [*optional*]

**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.*

Schedule 1—*continued*
Form 17—*continued*

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** [*optional*]

**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

Address

Email*

Telephone

Facsimile

**Optional.*

Schedule 1—*continued*

Form 18
Annual return of overseas company

Section 340(1), Companies Act 1993

Company name		Company number
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 [*optional*]

Schedule 1—*continued*
Form 18—*continued*

Directors

Full legal name	**Residential address**	**Email** [*optional*]

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 name of director / authorised person: .....

Completed by

Address

Email*

Telephone

Facsimile

**Optional.*

Schedule 1—*continued*

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 number

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

Address

Email*

Telephone

Facsimile

**Optional.*

Schedule 1—*continued*

Form 20
Application by overseas company to register as company

Section 345(1), Companies Act 1993

Company name		Company number*	
			**If the company is registered on the overseas register.*
Country in which company incorporated			

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		Email*	
		Telephone	
Address		Facsimile	
		**Optional.*	

Schedule 1—*continued*

Form 21
Application for removal from New Zealand register

Section 351, Companies Act 1993

Company name		Company number	
Country or part of country under the law of which the company is incorporated			

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 15293 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.

Schedule 1—*continued*
Form 21—*continued*

Signature of director/
authorised person: ..... Date: .....

Full name of director /
authorised person: .....

Completed by		Email*	
Address		Telephone	
		Facsimile	
		*Optional.	

Diane Morcom,
Clerk of the Executive Council.

Explanatory note

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

These regulations, which come into force on 1 February 2005, amend the Companies Act 1993 Regulations 1994 by replacing the forms that are prescribed by those regulations.

These regulations also—

- simplify the general requirements for documents. The main requirement is that documents sent, delivered, or forwarded to the Registrar must be legible; and
- add a new requirement for an email address to be provided if an application for registration of a company or an annual return is sent, delivered, or forwarded using an online service.

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