



Companies Amendment Act 2013

Public Act 2013 No 111
Date of assent 4 December 2013
Commencement see section 2

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Schedule
Amendments to other Acts to remove references to
Companies Act 1955

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The Parliament of New Zealand enacts as follows:

- 1 Title**
This Act is the Companies Amendment Act 2013.
- 2 Commencement**
This Act comes into force on the day after the date on which it receives the Royal assent.
- 3 Principal Act**
This Act amends the Companies Act 1993 (the **principal Act**).
- 4 Section 2 amended (Interpretation)**
Repeal section 2(4).
- 5 Section 6 repealed (Extended meaning of subsidiary)**
Repeal section 6.
- 6 Section 22 amended (Application for reservation of name)**
 - (1) In section 22(2)(b), delete “or another company under the Companies Act 1955”.
 - (2) In section 22(2)(c), delete “or the Companies Act 1955”.
- 7 Section 151 amended (Qualifications of directors)**
Repeal section 151(2)(ba) to (d).
- 8 Section 280 amended (Qualifications of liquidators)**
Repeal section 280(1)(ha) to (j).
- 9 Section 316A repealed (Transitional provision in relation to voidable transactions)**
Repeal section 316A.

10 Section 333 amended (Name to be reserved before carrying on business)

Repeal section 333(2).

11 New sections 399 to 401 inserted

After section 398, insert:

“399 Companies Act 1955 continues to apply for limited purposes

“(1) The Companies Act 1955 continues to apply in respect of every winding up or liquidation of a company commenced before the close of 30 June 1997.

“(2) Section 42(3) to (7) of the Companies Amendment Act 1993 continue to apply in respect of every company to which those subsections applied immediately before the repeal of the Companies Act 1955.

“(3) Part 6A of the Companies Act 1955 continues to apply in respect of every company that, immediately before the repeal of that Act, was subject to any action under that Part of that Act to remove the company from the register, or had been removed from the register.

“(4) Subsections (1) to (3) apply despite the repeal of the Companies Act 1955 by the Companies Act Repeal Act 1993.

“(5) Nothing in subsection (1) applies in relation to section 290 of the Companies Act 1955.

“(6) In this section and section 400, **company** and **register** have the same meanings as those terms had under the Companies Act 1955 immediately before its repeal.

“Compare: 1993 No 126 s 3

“400 Companies restored to register or that have ceased to be in liquidation may be reregistered

“(1) This section applies to a company that, but for the repeal of the Companies Reregistration Act 1993, would have been deemed to have been reregistered under this Act in accordance with section 13A or 13B of the Companies Reregistration Act 1993 (which relate to companies that have been restored to the register or that have ceased to be in liquidation).

- “(2) Sections 12 and 13A to 15 and the Schedule of the Companies Reregistration Act 1993 continue to apply to the company as if the Companies Amendment Act 2013 had not been enacted.

“401 References to companies incorporated under Companies Act 1955

A reference in any enactment to a company incorporated under the Companies Act 1955 or to which that Act applies must, unless the context otherwise requires, be read as including a company registered under this Act or to which this Act applies.”

12 Schedule 4 amended

- (1) In Schedule 4, replace paragraph (i)(ii)(B) to (D) with:
“(B) in the case of the first annual return of a company registered under this Act, since the date of registration.”
- (2) In Schedule 4, replace paragraph (i)(iv)(B) to (D) with:
“(B) in the case of the first annual return of a company registered under this Act, since the date of registration.”
- (3) In Schedule 4, replace paragraph (j)(ii) to (iv) with:
“(ii) in the case of the first annual return of a company registered under this Act, since the date of registration,—”.
- (4) In Schedule 4, repeal paragraph (m).

13 Repeals

The following Acts are repealed:

- (a) Companies Act Repeal Act 1993 (1993 No 126);
(b) Companies Reregistration Act 1993 (1993 No 121);
(c) Company Law Reform (Transitional Provisions) Act 1994 (1994 No 16).

14 Amendments to other Acts

Amend the enactments specified in the Schedule of this Act as set out in that schedule.

Schedule

s 14

Amendments to other Acts to remove references to Companies Act 1955**Administration Act 1969 (1969 No 52)**

Replace section 64A(1) with:

“(1) This section applies to a company within the meaning of section 2(1) of the Companies Act 1993 that has issued shares or debentures.”

Agricultural and Pastoral Societies Amendment Act 1993 (1993 No 110)

Repeal section 4.

Airport Authorities Act 1966 (1966 No 51)

In section 2, definition of **airport company**, replace “Companies Act 1955 or the Companies Act 1993, as the case may be,” with “Companies Act 1993”.

In the heading to section 3C, replace “Acts” with “Act 1993”.

In section 3C, delete “the Companies Act 1955 or”.

Repeal section 3CA.

Bills of Exchange Act 1908 (1908 No 15)

Repeal section 98(2)(b).

Biosecurity Act 1993 (1993 No 95)

In section 145(2), replace “company formed and registered under the Companies Act 1955 or under any of the enactments referred to in the definition in section 2(1) of that Act of the term existing company” with “company (within the meaning of section 2(1) of the Companies Act 1993)”.

Building Societies Act 1965 (1965 No 22)

In section 2(2), replace “the Companies Act 1955 or the Companies Act 1993, as the case may be,” with “the Companies Act 1993”.

Building Societies Act 1965 (1965 No 22)—*continued*

Replace section 104(1)(c)(i) and (ii) with:

- “(i) in the case of a company registered under the Companies Act 1993, shares on which the amount paid under the constitution of the company or under the terms of issue exceeded 2.5% of the amount paid on the issued shares of the company under the constitution or under the terms of issue; or
- “(ii) in the case of any other body corporate, shares or other equity instruments on which the amount paid under the terms of issue exceeded 2.5% of the amount paid on the issue of all shares and equity instruments of the body corporate; or”.

In section 107(5), after “shall apply”, insert “(as if that section were still in force)”.

In section 107(5), replace “applies” with “applied”.

Replace section 113H(2) with:

- “(2) Nothing in subsection (1) prevents a company into which a society has become converted from issuing any shares that a company incorporated under the Companies Act 1993 is authorised or permitted to issue.”

Replace section 122D(4)(b) with:

- “(b) in the case of a company, apply to have the company put into liquidation under the Companies Act 1993.”

Building Societies Amendment Act 1993 (1993 No 111)

Repeal section 9.

Carriage of Goods Act 1979 (1979 No 43)

In section 11(4), replace “Companies Act 1955” with “Companies Act 1993”.

Charitable Trusts Act 1957 (1957 No 18)

In section 29(6), replace “section 9 of the Companies Act 1955” with “section 363 of the Companies Act 1993”.

Charitable Trusts Amendment Act 1993 (1993 No 112)

Repeal section 4.

Civil Aviation Act 1990 (1990 No 98)

In section 2(1), replace the definition of **Corporation** with:

“**Corporation** means Airways Corporation of New Zealand Limited, a company that is a State enterprise under the State-Owned Enterprises Act 1986”.

Commerce Act 1986 (1986 No 5)

Replace section 2(7)(a) and (b) with:

- “(a) one of them is a body corporate of which the other is a subsidiary (within the meaning of section 5 of the Companies Act 1993); or
- “(b) both of them are subsidiaries (within the meaning of that section) of the same body corporate; or”.

Replace section 2(7A) with:

“(7A) For the purposes of subsection (7)(a) and (b), no body corporate may be regarded as a subsidiary (within the meaning of section 5 of the Companies Act 1993) of the Crown.”

Co-operative Companies Act 1996 (1996 No 24)

In section 2(1), repeal the definitions of **existing company** and **existing co-operative company**.

Repeal sections 8, 9, 37, and 38.

Corporations (Investigation and Management) Act 1989 (1989 No 11)

In section 2(1), replace the definition of **subsidiary** with:

“**subsidiary** means a subsidiary within the meaning of section 5 of the Companies Act 1993.”

Replace section 2(2)(b) with:

- “(b) that person owns directly or indirectly 20% of the issued shares of the corporation, other than shares that carry no right to participate beyond a specified amount in a distribution of either profits or capital.”.

Corporations (Investigation and Management) Act 1989 (1989 No 11)—*continued*

Replace section 2(2)(d) with:

- “(d) the corporation owns directly or indirectly 20% or more of the issued shares of that person, other than shares that carry no right to participate beyond a specified amount in a distribution of either profits or capital.”

In section 4, delete “the Companies Act 1955 or”.

Replace section 52(1)(a) with:

- “(a) in the case of a corporation that may be put into liquidation under the Companies Act 1993, apply under that Act to put the corporation into liquidation.”

In section 54(4), delete “the Companies Act 1955 or”.

Repeal section 71(1) to (3).

Crown Research Institutes Act 1992 (1992 No 47)

In section 43(2), replace “Companies Act 1955” with “Companies Act 1993”.

Customs and Excise Act 1996 (1996 No 27)

In section 96(d)(i), replace “section 158 of the Companies Act 1955 or section 5 of the Companies Act 1993, as the case may be” with “section 5 of the Companies Act 1993”.

In section 96(d)(iii), delete “section 158 of the Companies Act 1955 or”.

In section 98(2), replace “section 279 of the Companies Act 1955, section 305 of the Companies Act 1993,” with “section 305 of the Companies Act 1993”.

In section 101(3), replace “section 286 of, and Schedule 8C of, the Companies Act 1955, or section 312 of, and Schedule 7 of, the Companies Act 1993, as the case may be” with “section 312 of, and Schedule 7 of, the Companies Act 1993”.

Repeal section 284(1)(a).

Defamation Act 1992 (1992 No 105)

In Schedule 1, Part 2, clause 9(2)(c), replace “New Zealand,—” with “New Zealand.”

Defamation Act 1992 (1992 No 105)—*continued*

In Schedule 1, Part 2, clause 9(2), delete “but does not apply to any private company within the meaning of the Companies Act 1955.”

Energy Companies Act 1992 (1992 No 56)

In section 2(1), replace the definition of **rules** with:

“**rules**, in relation to an energy company, means the constitution of the energy company”.

In section 2(1), replace the definition of **subsidiary** with:

“**subsidiary** has the same meaning as in section 5 of the Companies Act 1993”.

In the heading to section 32, delete “**under Companies Act 1955**”.

In section 32(5), replace “and subject to subsection (6), the Companies Act 1955 or the Companies Act 1993, as the case may be, shall apply” with “the Companies Act 1993 applies”.

Repeal section 32(6).

Replace section 39(2)(i)(ii) with:

“(ii) every company that, in relation to any member of the group, is a related company (as defined in section 2(3) of the Companies Act 1993):”.

In section 48(1)(a)(i), replace “nominal value (in relation to a company registered under the Companies Act 1955) or consideration for the issue (in relation to a company registered under the Companies Act 1993)” with “consideration for the issue”.

Repeal section 48(4).

Repeal section 68(1)(a) and (2)(a).

Repeal section 68(4).

Estate and Gift Duties Act 1968 (1968 No 35)

In section 74C(2), delete “or section 209D of the Companies Act 1955”.

Fair Trading Act 1986 (1986 No 121)

In section 15(3)(c), replace “(within the meaning of sections 158 and 158A of the Companies Act 1955 or sections 5 and 6 of the Companies Act 1993, as the case may be), or if both of them are subsidiaries

Fair Trading Act 1986 (1986 No 121)—*continued*

(within the meaning of those sections)” with “(within the meaning of section 5 of the Companies Act 1993), or if both of them are subsidiaries (within the meaning of that section)”.

Finance Act (No 3) 1940 (1940 No 26)

Repeal section 7.

Finance Act (No 2) 1981 (1981 No 110)

Repeal section 6.

Finance Act 1994 (1994 No 73)

In section 2(1), replace the definition of **subsidiary** with:

“**subsidiary** has the same meaning as in section 5 of the Companies Act 1993.”

Friendly Societies and Credit Unions Act 1982 (1982 No 118)

In section 82(4)(b), replace “Companies Act 1955 or the Companies Act 1993, as the case may be” with “Companies Act 1993”.

In section 83(3), (7), and (8), replace “Companies Act 1955 or the Companies Act 1993, as the case may be” with “Companies Act 1993”.

Repeal section 90A.

Repeal section 138A.

Government Superannuation Fund Act 1956 (1956 No 47)

Replace section 2A(2)(c) with:

“(c) **subsidiary** has the same meaning as in section 5 of the Companies Act 1993.”

Health Sector (Transfers) Act 1993 (1993 No 23)

In Schedule 1, repeal clause 14.

Housing Restructuring and Tenancy Matters Act 1992 (1992 No 76)

In section 2(1), repeal the definition of **rules**.

In section 2(1), repeal the definition of **subsidiary**.

Immigration Advisers Licensing Act 2007 (2007 No 15)

In section 15(1)(b), delete “(or any corresponding provision of the Companies Act 1955)”.

Income Tax Act 2007 (2007 No 97)

In section EZ 38(8)(d)(ii), delete “or the Companies Act 1955”.

In section FO 4(2), delete “section 209G of the Companies Act 1955 or”.

In section LP 6(1)(b), delete “or its articles of association”.

Incorporated Societies Amendment Act 1993 (1993 No 114)

Repeal section 5.

Industrial and Provident Societies Act 1908 (1908 No 81)

In section 10(c), delete “the Companies Act 1955 or”.

In section 14A(6), replace “the Companies Act 1955 or the Companies Act 1993, as the case may be” with “the Companies Act 1993”.

Industrial and Provident Societies Amendment Act 1919 (1919 No 41)

Replace section 2(1) with:

“(1) A company registered under the Companies Act 1993 may, by a special resolution, determine to convert itself into a registered society under the principal Act.”

Repeal section 2(1A)(a).

Replace section 2(5)(a) with:

“(a) the registration of the company under the Companies Act 1993 ceases and must be cancelled by the Registrar of Companies; and”.

Industrial and Provident Societies Amendment Act 1993 (1993 No 115)

Repeal section 5.

Inspector-General of Intelligence and Security Act 1996 (1996 No 47)

In section 2(1), definition of **New Zealand person**, replace paragraph (b)(i) with:

- “(i) any company within the meaning of the Companies Act 1993 that is, for the purposes of that Act, a subsidiary of any body corporate incorporated outside New Zealand; or”.

In section 2(1), definition of **New Zealand person**, paragraph (b)(ii), replace “the Companies Act 1955 or the Companies Act 1993, as the case may be” with “the Companies Act 1993”.

Insurance Intermediaries Act 1994 (1994 No 41)

In section 17(1)(b), delete “section 199N(1) of the Companies Act 1955 or”.

In section 17(2), delete “or the Companies Act 1955”.

Joint Family Homes Act 1964 (1964 No 45)

In section 2, definition of **constitution**, delete “; and, in relation to a company within the meaning of section 2 of the Companies Act 1955, means the articles of association of the company”.

In section 2, replace the definition of **share register** with:

“**share register**, in relation to a company within the meaning of section 2(1) of the Companies Act 1993, means the company’s share register.”

In section 8(1)(c), delete “, in the case of a company within the meaning of section 2 of the Companies Act 1955, section 90 of that Act or the articles of association of the company, or in the case of a company within the meaning of section 2 of the Companies Act 1993,”.

Repeal section 8(3).

Replace section 13 with:

“13 Power of court to rectify share register

Section 91 of the Companies Act 1993 applies to any action of, or omission by, the company in complying with the requirements of section 12.”

Judicature Act 1908 (1908 No 89)

Repeal section 17A(1)(b).

Judicature Act 1908 (1908 No 89)—*continued*

Replace section 24B(1)(f) with:

- “(f) the following proceedings in relation to companies registered under the Companies Act 1993:
 - “(i) applications for directions by liquidators and receivers:
 - “(ii) defended applications under section 174 of the Companies Act 1993:
 - “(iii) disputes relating to takeovers:
 - “(iv) disputes between shareholders or classes of shareholders of companies (other than companies having not more than 25 shareholders):”.

In section 26I(1)(b), replace “Companies Act 1955 or the Companies Act 1993, as the case may be” with “Companies Act 1993”.

Repeal section 26I(2)(b) to (d).

In section 26I(2)(j), delete “under the Companies Act 1955 or”.

Land Transfer Act 1952 (1952 No 52)

In section 121A(1), replace the definition of **company** with:

“**company** has the same meaning as in section 2(1) of the Companies Act 1993, and, in relation to a licence, means the company by which the licence was issued”.

In section 121A(1), replace the definition of **constitution** with:

“**constitution** has the same meaning as in section 2(1) of the Companies Act 1993”.

In section 121A(1), replace the definition of **share register** with:

“**share register** has the same meaning as in section 2(1) of the Companies Act 1993.”

Repeal section 121A(2).

Replace section 121B(1) with:

- “(1) Every flat or office owning company must issue to every shareholder in the company a share certificate that complies with the requirements of section 95(1)(a), (b), and (c) of the Companies Act 1993.”

Land Transfer Amendment Act 1993 (1993 No 124)

Repeal section 5.

Lawyers and Conveyancers Act 2006 (2006 No 1)

In section 322(5)(c)(i) and (d)(i), delete “the Companies Act 1955 or”.

In section 322(6), definition of **company**, replace paragraph (a) with:

“(a) means a company registered under the Companies Act 1993; and”.

Maritime Transport Act 1994 (1994 No 104)

In section 257, definition of **New Zealand marine incineration facility**, paragraph (c), delete “the Companies Act 1955 or”.

Official Information Act 1982 (1982 No 156)

Replace section 2(1A) with:

“(1A) For the purposes of Schedule 1, a company registered under the Companies Act 1993 is a related company of a State enterprise if the State enterprise, whether alone or together with any other State enterprise, directly or indirectly owns, or controls the exercise of all the voting rights attaching to, the issued shares of the company (other than shares that carry no right to participate beyond a specified amount in a distribution of either profits or capital).”

Ombudsmen Act 1975 (1975 No 9)

Replace section 2(2) to (4) with:

“(2) For the purposes of Part 2 of Schedule 1, a company registered under the Companies Act 1993 is a related company of—

“(a) a Crown Research Institute if the Crown Research Institute, whether alone or together with any other Crown Research Institute, directly or indirectly owns, or controls the exercise of all the voting rights attaching to, the issued shares of the company (other than shares that carry no right to participate beyond a specified amount in a distribution of either profits or capital):

“(b) a district health board if the district health board, whether alone or together with any other district health board, directly or indirectly owns, or controls the exercise of all the voting rights attaching to, the issued shares of the company (other than shares that carry

Ombudsmen Act 1975 (1975 No 9)—*continued*

no right to participate beyond a specified amount in a distribution of either profits or capital):

- “(c) a State enterprise if the State enterprise, whether alone or together with any other State enterprise, directly or indirectly owns, or controls the exercise of all the voting rights attaching to, the issued shares of the company (other than shares that carry no right to participate beyond a specified amount in a distribution of either profits or capital).”

In Schedule 1, Part 2, item relating to related companies of Crown Research Institutes, replace “section 2(3)” with “section 2(2)(a)”.

In Schedule 1, Part 2, item relating to related companies of district health boards, replace “section 2(4)” with “section 2(2)(b)”.

In Schedule 1, Part 2, item relating to related companies of State enterprises, replace “section 2(2)” with “section 2(2)(c)”.

Parental Leave and Employment Protection Act 1987 (1987 No 129)

In section 2(1), replace the definition of **company** with:

“**company** has the same meaning as in section 2(1) of the Companies Act 1993; and includes an overseas company within the meaning of that Act”.

Partnership Act 1908 (1908 No 139)

In section 4(2), delete “the Companies Act 1955 or”.

Pork Industry Board Act 1997 (1997 No 106)

In section 24(1)(b), replace “sections 158 and 158A of the Companies Act 1955 or sections 5 and 6 of the Companies Act 1993, as the case may be” with “section 5 of the Companies Act 1993”.

Port Companies Act 1988 (1988 No 91)

In section 2(1), replace the definition of **subsidiary** with:

“**subsidiary** has the same meaning as in section 5 of the Companies Act 1993”.

In section 4, delete “the memorandum or articles or”.

Port Companies Act 1988 (1988 No 91)—*continued*

In section 6(1), delete “articles of association or”.

In section 7A(1), replace “in its memorandum or articles of association or in its constitution, as the case may be,” with “in its constitution”.

Replace section 7A(5) with:

“(5) Every alteration has effect as if it were an alteration to the constitution of the company made in accordance with the Companies Act 1993, and, for the purposes of that Act, the notice of the alteration given to the port company by the Minister under subsection (3) is deemed to be a special resolution of the port company concerned made on the date on which the last of the notices was sent under that subsection.”

Replace section 20(1)(a) with:

“(a) a related company (as defined in section 2(3) of the Companies Act 1993) to a port company; or”.

Privacy Act 1993 (1993 No 28)

In Schedule 2, Part 1, repeal the item relating to the Companies Act 1955.

Protection of Personal and Property Rights Act 1988 (1988 No 4)

In section 57(2), replace “equity share capital or issued shares, as the case may be” with “issued shares”.

Replace section 57(3) with:

“(3) For the purposes of subsection (2),—

“**company** has the same meaning as in section 2(1) of the Companies Act 1993

“**subsidiary** has the same meaning as in section 5 of the Companies Act 1993.”

Public Finance Act 1989 (1989 No 44)

In section 2(1), replace the definition of **company** with:

“**company** means a company within the meaning of the Companies Act 1993”.

Public Finance Act 1989 (1989 No 44)—*continued*

In section 2(1), replace the definition of **subsidiary** with:

“**subsidiary** has the same meaning as in section 5 of the Companies Act 1993”.

Public Works Act 1981 (1981 No 35)

In section 111A(1)(c), replace “incorporated under the Companies Act 1955 pursuant to” with “that is a State enterprise under”.

In section 226(1), replace “the Companies Act 1955 or the Companies Act 1993 the articles of association or the constitution, as the case may be,” with “the Companies Act 1993 the constitution”.

Radiocommunications Act 1989 (1989 No 148)

In section 2(1), definition of **Radio New Zealand**, replace “sections 158 and 158A of the Companies Act 1955 or sections 5 and 6 of the Companies Act 1993, as the case may be” with “section 5 of the Companies Act 1993”.

Radio New Zealand Act 1995 (1995 No 52)

In section 2, replace the definition of **constitution** with:

“**constitution** means the constitution (within the meaning of the Companies Act 1993) of the public radio company”.

In section 19(3), delete “the Companies Act 1955 or”.

Receiverships Act 1993 (1993 No 122)

In section 2(1), replace the definition of **company** with:

“**company** has the same meaning as in section 2(1) of the Companies Act 1993; and includes an overseas company”.

In section 2(1), definition of **director**, paragraph (a), replace “within the meaning of section 2 of the Companies Act 1955 or a company within the meaning of section 2 of the Companies Act 1993, as the case may be” with “within the meaning of section 2(1) of the Companies Act 1993”.

In section 2(1), definition of **liquidator**, replace “Part 6 of the Companies Act 1955 or under Part 16 of the Companies Act 1993, as the case may be” with “Part 16 of the Companies Act 1993”.

Receiverships Act 1993 (1993 No 122)—*continued*

In section 2(1), definition of **Registrar**, paragraph (a), replace “section 2 of the Companies Act 1955 or section 2 of the Companies Act 1993, as the case may be” with “section 2(1) of the Companies Act 1993”.

Repeal section 5(1)(ia).

Repeal section 13(2).

Replace section 13(3) and (4) with:

“(3) A document signed on behalf of a grantor that is a company within the meaning of section 2(1) of the Companies Act 1993 by a receiver is deemed to have been properly executed for the purposes of section 180 of the Companies Act 1993.

“(4) Despite any other enactment or rule of law, or any document defining the constitution of a grantor that is a body corporate, if the instrument under which a receiver is appointed empowers the receiver to execute documents (and, if the grantor has a common seal, to use the grantor’s common seal for that purpose), the receiver may execute the documents in the name and on behalf of the grantor (and, if the grantor has a common seal, the receiver may affix the common seal to the documents and attest to the affixing of the common seal).”

Repeal section 28(1)(a).

Repeal section 30(4).

Reserve Bank of New Zealand Act 1989 (1989 No 157)

In section 2(1), replace the definition of **holding company** with:

“**holding company** means a holding company within the meaning of section 5 of the Companies Act 1993”.

In section 2(1), replace the definition of **subsidiary** with:

“**subsidiary** means a subsidiary within the meaning of section 5(1)(a)(iii) and (b) of the Companies Act 1993”.

Repeal section 46(1)(h).

Repeal section 58(f).

Rural Intermediate Credit Act 1927 (1927 No 45)

In section 42(5), replace “the Companies Act 1955 or the Companies Act 1993, as the case may be” with “the Companies Act 1993”.

Rural Intermediate Credit Act 1927 (1927 No 45)—*continued*

Replace section 47(3) with:

“(3) Despite anything to the contrary in the Companies Act 1993, the regulations of an association incorporated under this Act may not come into force or be amended except with the approval of the Corporation.”

Replace section 50(b) with:

“(b) 10 times the amount owing under the constitution of the association or the terms of issue for that person’s shares in the association,—”.

Replace section 51(1) with:

“(1) If application for a loan is made to an association by any person who is not a member or shareholder of the association, the application is deemed to include an application for shares in the association on which the amount payable under the constitution or by the terms of issue equals 10% of the amount of the loan, but in no case less than 25 shares.”

In section 51(2), delete “the nominal value of the shares or”.

In section 59, replace “the Companies Act 1955 or the Companies Act 1993, as the case may be” with “the Companies Act 1993”.

Rural Intermediate Credit Amendment Act 1946 (1946 No 5)

In section 2, replace the definition of **Association** with:

“**association** means a co-operative rural intermediate credit association established under and for the purposes of the principal Act and incorporated under the Companies Act 1993”.

Replace section 10(2)(c) with:

“(c) excluding any provisions of the Companies Act 1993 from operation in relation to any association.”.

Sale of Liquor Act 1989 (1989 No 63)

Repeal section 216(c)(iii).

Repeal section 219W(c).

In section 219W(d), delete “to whom an order made under section 199L of the Companies Act 1955 applies (or would apply but for the repeal of that Act) or”.

Smoke-free Environments Act 1990 (1990 No 108)

In section 2(1), definition of **company name**, delete “the Companies Act 1955 or”.

Social Security Act 1964 (1964 No 136)

In section 3(1), definition of **income**, paragraph (d)(v), delete “articles of association or”.

In section 80B, definition of **redundancy payment**, replace paragraph (g) with:

- “(g) any payment made by a company (within the meaning of the Companies Act 1993) to a director of the company under section 161 of the Companies Act 1993; or”.

In section 80B, definition of **retirement payment**, replace paragraph (e) with:

- “(e) any payment made by a company (within the meaning of the Companies Act 1993) to a director of the company under section 161 of the Companies Act 1993; or”.

State-Owned Enterprises Act 1986 (1986 No 124)

In section 2, replace the definition of **company** with:

- “**company** has the same meaning as in section 2(1) of the Companies Act 1993”.

In section 2, replace the definition of **rules** with:

- “**rules** means,—
- “(a) in relation to a State enterprise that is a company, the constitution of the State enterprise;
- “(b) in relation to a State enterprise that is not a company, the documents relating to the State enterprise that are comparable to the constitution of a company”.

In section 2, replace the definition of **subsidiary** with:

- “**subsidiary** has the same meaning as in section 5 of the Companies Act 1993.”

In section 12(2)(c), replace “the Companies Act 1955, the Companies Act 1993,” with “the Companies Act 1993”.

Repeal section 30(2) and (3).

State-Owned Enterprises Act 1986 (1986 No 124)—*continued*

Replace section 30A(2) with:

“(2) The Minister must not recommend the making of an order under subsection (1) in respect of a State enterprise unless satisfied that there has been issued to it under section 23(3)(b) of the Companies Act 1993 a certificate of incorporation recording a change of its name to the name proposed to be substituted by the order.”

Statutes Amendment Act 1939 (1939 No 39)

In section 33(2)(b), replace “a company under the Companies Act 1955 or the Companies Act 1993” with “a company under the Companies Act 1993”.

Tax Administration Act 1994 (1994 No 166)

In section 75(a), delete “Part 5A or Part 5C of the Companies Act 1955 or”.

In section 76, delete “section 209G of the Companies Act 1955 or”.

In section 167(3), delete “, and in particular section 308 of the Companies Act 1955 shall apply subject to this section”.

In section 170(3), delete “, and in particular section 308 of the Companies Act 1955 shall apply subject to this section”.

Te Ture Whenua Maori Act 1993 (1993 No 4)

In section 270(5), replace “section 42 of the Companies Act 1955 as to the form of contracts shall apply” with “section 180 of the Companies Act 1993 as to the method of contracting apply”.

Trade Unions Act 1908 (1908 No 196)

Repeal section 6(1)(a).

Trustee Act 1956 (1956 No 61)

Repeal section 25A.

Trustee Companies Act 1967 (1967 No 35)

In section 17(1), replace “articles of association” with “constitution”.

Trustee Companies Act 1967 (1967 No 35)—*continued*

In section 17(2), replace “Companies Act 1955” with “Companies Act 1993”.

Repeal section 25.

In section 26(3), replace “Companies Act 1955” with “Companies Act 1993”.

In section 46(2), replace “articles of association” with “constitution”.

Trustee Companies Management Act 1975 (1975 No 25)

In section 3(3), replace “Companies Act 1955” with “Companies Act 1993”.

In section 13(4), replace “receiver or manager of the property appointed under Part 7 of the Companies Act 1955” with “receiver appointed in accordance with the Receiverships Act 1993”.

In section 13(5), replace “receiver or manager appointed under Part 7 of the Companies Act 1955” with “receiver appointed in accordance with the Receiverships Act 1993”.

In the heading to section 24, replace “**Companies Act 1955**” with “**Companies Act 1993**”.

Replace section 24(2) and (3) with:

- “(2) Nothing in sections 120, 196 to 209B, and 214 of the Companies Act 1993 applies to a trustee company or an associated company to which this Act applies.
- “(3) Nothing in the Receiverships Act 1993 applies to a trustee company or an associated company to which this Act applies.
- “(4) Nothing in the Companies Act 1993 requires the board of a trustee company or an associated company to which this Act applies to file any annual or other return under that Act in respect of that company.”

Repeal the Schedule.

Unclaimed Money Act 1971 (1971 No 28)

In section 4(3), replace “accordingly:” with “accordingly.”

In section 4(3), delete “provided that this subsection shall not apply to any money of the kind referred to in section 330 of the Companies Act 1955.”

Legislative history

19 November 2013	Divided from Statutes Amendment Bill (Bill 89–2) by committee of the whole House, third reading
4 December 2013	Royal assent

This Act is administered by the Ministry of Business, Innovation, and Employment.
