



## THE COMPANIES REREGISTRATION REGULATIONS 1994

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CATHERINE A. TIZARD, Governor-General

### ORDER IN COUNCIL

At Wellington this 13th day of June 1994

Present:

THE RIGHT HON. D. C. MCKINNON PRESIDING IN COUNCIL

PURSUANT to section 18 of the Companies Reregistration Act 1993, Her Excellency the Governor-General, acting by and with the advice and consent of the Executive Council, hereby makes the following regulations.

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### REGULATIONS

**1. Title and commencement**—(1) These regulations may be cited as the Companies Reregistration Regulations 1994.

(2) These regulations shall come into force on the 1st day of July 1994.

**2. Interpretation**—(1) In these regulations, unless the context otherwise requires, the term “the Act” means the Companies Reregistration Act 1993.

(2) Terms or expressions that are not defined in these regulations, but that are defined in the Act or the Companies Act 1993, have the meanings given to them by the Act or the Companies Act 1993.

**3. Fees**—(1) Every application for reregistration delivered to the Registrar must be accompanied by a fee of \$80.

(2) The fee prescribed by subclause (1) of this regulation is inclusive of goods and services tax payable under the Goods and Services Tax Act 1985.

**4. Forms**—(1) Where a provision of the Act requires a document to be in a prescribed form, the document must—

- (a) Be in the appropriate form set out in the Schedule to these regulations; and
- (b) Contain such information as that form requires; and
- (c) Have annexed or be accompanied by such documents as that form requires.

(2) Where a document in Form 1 of the Schedule to these regulations continues on 2 or more pages, the following heading must appear at the top of each of those pages:

Company  
Name

Company Number

(3) Regulation 7 of the Companies Act 1993 Regulations 1994 shall apply in respect of any document in Form 1 of the Schedule to these regulations as if that form were prescribed in those regulations.

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SCHEDULE  
FORMS

Regulation 4 (1) (a)

Form 1

*The Companies Reregistration Act 1993*

Document Number

APPLICATION FOR REREGISTRATION  
OF A COMPANY  
(Section 3 (2) (b))

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(for office use only)

*Please note that the information in this form must be either typewritten or printed. It must not be handwritten. 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

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Company Number

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Address of  
Existing  
Registered  
Office

--

Proposed  
Address for  
Service

--

Postal Address  
to which  
Communications  
from the Registrar  
may be sent

--

DIRECTORS

Name*	Residential Address

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

SCHEDULE—continued

FORMS—continued

Form 1—continued

SHARES

The total number of shares in the company is (Enter nil, if the company does not have a share capital)

The rights, privileges, limitations and conditions that will attach to the shares of the company on reregistration are:

Place a tick ✓ in the appropriate box

The same as specified in section 36 (1) of the Companies Act 1993

OR

Different from those specified in section 36 (1) of the Companies Act 1993 (attach details on a separate sheet or sheets).

SPECIFIED PERSONS

Note. For the purposes of the Companies Reregistration Act 1993, the term "specified person" means—

- (a) A member of the company who is not entitled to exercise voting rights in relation to a proposed application to reregister the company;
- (b) A secured creditor of the company;
- (c) The holder of an option to acquire a share in the share capital of the company;
- (d) The holder of a security that is convertible into a share in the share capital of the company.

Place a tick ✓ in the appropriate box

There are no specified persons in relation to the company

OR

A notice under the Companies Reregistration Act 1993 has been sent to specified persons (attach details on a separate sheet or sheets).

If a notice was sent to specified persons, give the date on which it was sent.

Day		Month		Year	

SCHEDULE—*continued*FORMS—*continued*Form 1—*continued*

## CONSTITUTION

Place a tick ✓ in the appropriate box

The company will have a constitution on reregistration

OR

The company will not have a constitution on reregistration

*If the company will have a constitution on reregistration, the constitution must be attached and be certified by the applicant for reregistration as the company's constitution. (Refer section 29 (b) Companies Act 1993)*

## AUTHORITY FOR MAKING THIS APPLICATION

*Indicate by placing a tick ✓ in the appropriate box below, the section of the Companies Reregistration Act 1993 under which this application is made.*

Section 4 of the Companies Reregistration Act 1993

1. This application has been approved by a special resolution of the members of each class of shares in the company (or, where the company does not have a share capital, by a special resolution of the members of the company).
2. The directors who voted in favour of the resolution have signed the certificate required by section 4 (1) (b) of the Companies Reregistration Act 1993.
3. The documents required to be sent to members and specified persons\* by section 4 of the Companies Reregistration Act 1993 have been sent in accordance with that section.

\*Delete if not applicable

OR

Section 5 of the Companies Reregistration Act 1993

1. A reregistration proposal previously sent to members of the company under section 4 of the Companies Reregistration Act 1993 has not been approved.
2. This application does not alter the rights and obligations of the members of the company in relation to—
  - (i) Voting at meetings of members:
  - (ii) The appointment and removal of directors:
  - (iii) Preferential or fixed entitlements to distributions:
  - (iv) Liability to pay calls on shares:
  - (v) The distribution of surplus assets of the company—
 except to the extent that those rights and obligations would be affected by the Companies Act 1993 by reason of the reregistration of the company.

SCHEDULE—continued

FORMS—continued

Form 1—continued

3. The documents required to be sent to members and specified persons\* by section 5 of the Companies Reregistration Act 1993 have been sent in accordance with that section.

\*Delete if not applicable

OR

Section 6 of the Companies Reregistration Act 1993

- 1. The board of the company has resolved to make an application to reregister the company.
- 2. The directors who voted in favour of the resolution have signed the certificate required by section 6 (1) (c) of the Companies Reregistration Act 1993.
- 3. The documents required to be sent to members and specified persons\* by section 6 of the Companies Reregistration Act 1993 have been sent in accordance with that section.

\*Delete if not applicable

OR

Section 7 of the Companies Reregistration Act 1993

- 1. Every member of the company has consented in writing to the making of this application.
- 2. The documents required to be sent to specified persons by section 7 of the Companies Reregistration Act 1993 have been sent in accordance with that section\*.

\*Delete if not applicable

Signature of Board/Authorised Person \_\_\_\_\_

Name of above person(s) \_\_\_\_\_

Date \_\_\_\_\_

Presented by

Postal Address

Account No.

Telephone

Facsimile

## SCHEDULE—continued

## FORMS—continued

Form 2

*The Companies Reregistration Act 1993*

## NOTICE TO VOTING MEMBERS OF PROPOSED REREGISTRATION OF

[*Insert Name of Company*]

(Section 4 (2) (a))

THIS NOTICE CONCERNS YOUR RIGHTS. IF YOU ARE IN ANY DOUBT AS TO ITS EFFECT YOU SHOULD OBTAIN LEGAL ADVICE IMMEDIATELY.

1. The Companies Reregistration Act 1993 requires the company named above to reregister under the Companies Act 1993. Application to reregister under that Act must be made by 30 June 1997, unless the High Court extends the period within which the application must be made.
2. The proposed application (which is annexed to or accompanies this notice) has been prepared by or on behalf of the board of directors of the company. The directors who voted in favour of the proposed application were [*Insert names of directors who voted in favour*]. These directors have signed a certificate that, in their opinion, the proposed application will not unfairly prejudice and will not unfairly discriminate against any member of the company.
3. At present your rights as a member of the company are governed by the Companies Act 1955 and the memorandum of association and articles of association of the company. Copies of the memorandum and articles may be inspected at the registered office of the company at [*insert city*] or at [*specify any other locations*]. After reregistration in accordance with the proposed application, your rights as a shareholder will be governed by the Companies Act 1993 and, if the company has a constitution, by the constitution of the company.
4. Under the Companies Act 1993 a company may, but need not, have a constitution.

\*It is proposed that the company be reregistered without a constitution.

\*It is proposed that the company be reregistered with the constitution set out in the document entitled "Constitution" that is annexed to or accompanies this notice.

\*Delete if not applicable

5. Reregistration of companies under the Companies Act 1993 will affect the rights and obligations of the members of those companies.

\*The directors believe that reregistration of the company under the Companies Act 1993 will not alter any of your rights and obligations as a member except to the extent to which those rights and obligations will be affected by the Companies Act 1993 by reason of the reregistration of the company under that Act.

\*The directors believe that reregistration of the company under the Companies Act 1993 will affect your rights and obligations as a

SCHEDULE—continued

FORMS—continued

Form 2—continued

member (in addition to the extent to which those rights and obligations will be affected by the Companies Act 1993 by reason of the reregistration of the company under that Act) in the following respects:

[Specify the particular respects in which the rights and obligations of the member will be affected by reregistration under the Companies Act 1993 in accordance with the proposed application.]

\*Delete if not applicable

- 6. The proposed application to reregister the company pursuant to section 4 of the Companies Reregistration Act 1993 cannot be made unless it has been approved—
  - (a) In the case of a company having a share capital, by a special resolution of the members of each class of shares in the company:
  - (b) In the case of a company not having a share capital, by a special resolution of the members of the company.

A meeting\*/meetings\* of members will be held at [insert place] on [date] to consider the proposed application for reregistration and, if thought fit, to pass a special resolution approving the proposed application. The notice calling the meeting\*/meetings\* is annexed to or accompanies this notice.

\*Delete if not applicable

- 7. The Companies Reregistration Act 1993 sets out the requirements for reregistration and specifies your rights to apply to the Court for an order prohibiting the making of an application for reregistration and the consequences of the Court making such an order.

Signature of Director/Secretary \_\_\_\_\_

Name of Director/Secretary \_\_\_\_\_

Date \_\_\_\_\_

\_\_\_\_\_



SCHEDULE—continued  
FORMS—continued

Form 3

*The Companies Reregistration Act 1993*

NOTICE TO NON-VOTING MEMBERS\*/SECURED CREDITORS\*/OPTION  
HOLDERS\*/HOLDERS OF CONVERTIBLE SECURITIES\* OF  
[Insert Name of Company]  
(Section 4 (4) (b))

THIS NOTICE CONCERNS YOUR RIGHTS. IF YOU ARE IN ANY  
DOUBT AS TO ITS EFFECT YOU SHOULD OBTAIN LEGAL ADVICE  
IMMEDIATELY.

\*Delete if not applicable

1. The Companies Reregistration Act 1993 requires the company named above to reregister under the Companies Act 1993. Application to reregister under that Act must be made by 30 June 1997, unless the High Court extends the period within which the application must be made.
2. On [*specify date*] the voting members of the company approved, by special resolution(s), a proposed application for reregistration of the company under the Companies Reregistration Act 1993.
3. A copy of the proposed application is annexed to or accompanies this notice.
4. It is proposed to make the application for reregistration on [*specify date on which it is intended to apply for reregistration, being a date not less than 20 working days after the date on which this notice is sent*].
5. Under section 8 of the Companies Registration Act 1993, you may apply to the High Court for an order prohibiting the making of the application for reregistration.

An application to the Court must be filed in the Court and served on the company before the date specified in paragraph 4 above.

An application to prevent reregistration proceeding may also be made, with the leave of the Court, after that date.

If no application has been made to the Court and served on the company by that date, the directors may proceed with the application to reregister the company.

Signature of Director/Secretary \_\_\_\_\_

Name of Director/Secretary \_\_\_\_\_

Date \_\_\_\_\_

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SCHEDULE—continued

FORMS—continued

Form 4

The Companies Reregistration Act 1993

NOTICE TO VOTING MEMBERS OF

[Insert Name of Company]

(Section 5 (1) (b) (ii))

THIS NOTICE CONCERNS YOUR RIGHTS. IF YOU ARE IN ANY DOUBT AS TO ITS EFFECT YOU SHOULD OBTAIN LEGAL ADVICE IMMEDIATELY.

1. The Companies Reregistration Act 1993 requires the company named above to reregister under the Companies Act 1993. Application to reregister under that Act must be made by 30 June 1997, unless the High Court extends the period within which the application must be made.
2. A proposed application to reregister the company sent to voting members on [insert date] was not approved at the meeting(s) of voting members held on [insert date(s)].
3. Under section 5 of the Companies Reregistration Act 1993 the board of directors of the company may, in these circumstances, prepare and send to voting members a further proposed application for reregistration that will preserve the existing rights and obligations of voting members in relation to—
  - (a) Voting at meetings of members:
  - (b) The appointment and removal of directors:
  - (c) Preferential or fixed entitlements to distributions:
  - (d) Liability to pay calls on shares:
  - (e) The distribution of surplus assets of the company,—

except to the extent that those rights and obligations are affected by the Companies Act 1993 by reason of the reregistration of the company.

A copy of the proposed application is annexed to or accompanies this notice.

4. It is proposed to apply for reregistration on [specify date, being a date not less than 20 working days after the date on which this notice is sent].
5. Under section 8 of the Companies Reregistration Act 1993 you may apply to the High Court for an order prohibiting the making of the application for reregistration.

An application to the Court must be filed in the Court and served on the company before the date specified in paragraph 4 above.

An application to prevent reregistration proceeding may also be made, with the leave of the Court, after that date.

If no application has been made to the Court and served on the company by that date, the directors may proceed with the application to reregister the company.

Signature of Director/Secretary \_\_\_\_\_

Name of Director/Secretary \_\_\_\_\_

Date \_\_\_\_\_

SCHEDULE—*continued*FORMS—*continued*

Form 5

*The Companies Reregistration Act 1993*

NOTICE TO NON-VOTING MEMBERS\*/SECURED CREDITORS\*/OPTION  
 HOLDERS\*/HOLDERS OF CONVERTIBLE SECURITIES\* OF  
 [Insert Name of Company]

*(Section 5 (1) (c) (ii))*

THIS NOTICE CONCERNS YOUR RIGHTS. IF YOU ARE IN ANY  
 DOUBT AS TO ITS EFFECT YOU SHOULD OBTAIN LEGAL ADVICE  
 IMMEDIATELY.

\*Delete if not applicable

1. The Companies Reregistration Act 1993 requires the company named above to reregister under the Companies Act 1993. Application to reregister under that Act must be made by 30 June 1997, unless the High Court extends the period within which the application must be made.
2. A proposed application to reregister the company sent to voting members on [insert date] was not approved at the meeting(s) of voting members held on [insert date(s)].
3. Under section 5 of the Companies Reregistration Act 1993 the board of directors of the company may, in these circumstances, prepare and send to voting members a further proposed application for reregistration that will preserve the existing rights and obligations of voting members in relation to—
  - (a) Voting at meetings of members:
  - (b) The appointment and removal of directors:
  - (c) Preferential or fixed entitlements to distributions:
  - (d) Liability to pay calls on shares:
  - (e) The distribution of surplus assets of the company,—

except to the extent that those rights and obligations are affected by the Companies Act 1993 by reason of the reregistration of the company.

A copy of the proposed application is annexed to or accompanies this application.

4. It is proposed to apply for reregistration on [specify date, being a date not less than 20 working days after the date on which this notice is sent].
5. Under section 8 of the Companies Reregistration Act 1993 you may apply to the High Court for an order prohibiting the making of the application for reregistration.

An application to the Court must be filed in the Court and served on the company before the date specified in paragraph 4 above.

An application to prevent reregistration proceeding may also be made, with the leave of the Court, after that date.

SCHEDULE—*continued*FORMS—*continued*Form 5—*continued*

If no application has been made to the Court and served on the company by that date, the directors may proceed with the application to reregister the company.

Signature of Director/Secretary \_\_\_\_\_

Name of Director/Secretary \_\_\_\_\_

Date \_\_\_\_\_

\_\_\_\_\_

## SCHEDULE—continued

## FORMS—continued

Form 6

*The Companies Reregistration Act 1993*

## NOTICE TO VOTING MEMBERS OF

*[Insert Name of Company]**(Section 6 (2) (a) (iii))*

THIS NOTICE CONCERNS YOUR RIGHTS. IF YOU ARE IN ANY DOUBT AS TO ITS EFFECT YOU SHOULD OBTAIN LEGAL ADVICE IMMEDIATELY.

1. The Companies Reregistration Act 1993 requires the company named above to reregister under the Companies Act 1993. Application to reregister under that Act must be made by 30 June 1997, unless the High Court extends the period within which the application must be made.
2. The board of directors of the company has resolved to make an application for reregistration of the company. A copy of the proposed application is annexed to or accompanies this notice.
3. The directors who voted in favour of the proposed application were *[Insert names of directors who voted in favour]*. These directors have signed a certificate that, in their opinion, reregistration will not alter the rights and obligations of the members of the company except to the extent that those rights and obligations will be affected by the Companies Act 1993 by reason of the reregistration of the company under that Act.
4. At present your rights as a member are governed by the Companies Act 1955 and the memorandum of association and articles of association of the company. Copies of the memorandum and articles may be inspected at the registered office of the company at *[insert address]* or at the Companies Office in *[insert city]* or at *[specify any other locations]*. After reregistration in accordance with the proposed application, your rights as a shareholder will be governed by the Companies Act 1993 and, if the company has a constitution, by the constitution of the company.
5. Under the Companies Act 1993 a company may, but need not, have a constitution.
  - \*It is proposed that the company be reregistered without a constitution.
  - \*It is proposed that the company be reregistered with the constitution set out in the document entitled "Constitution" that is annexed to or accompanies this notice.
  - \*Delete if not applicable
6. It is proposed to apply for reregistration on *[specify date, being a date not less than 20 working days after the date on which this notice is sent]*.

SCHEDULE—*continued*

FORMS—*continued*

Form 6—*continued*

- 7. Under section 8 of the Companies Reregistration Act 1993 you may apply to the High Court for an order prohibiting the making of the application for reregistration.

An application to the Court must be filed in the Court and served on the company before the date specified in paragraph 6 above.

An application to prevent reregistration proceeding may also be made, with the leave of the Court, after that date.

If no application has been made to the Court and served on the company by that date, the directors may proceed with the application to reregister the company.

Signature of Director/Secretary \_\_\_\_\_

Name of Director/Secretary \_\_\_\_\_

Date \_\_\_\_\_

\_\_\_\_\_

SCHEDULE—*continued*FORMS—*continued*

Form 7

*The Companies Reregistration Act 1993*NOTICE TO NON-VOTING MEMBERS\*/SECURED CREDITORS\*/OPTION  
HOLDERS\*/HOLDERS OF CONVERTIBLE SECURITIES\* OF  
[Insert Name of Company]*(Section 6 (2) (b) (ii))*

THIS NOTICE CONCERNS YOUR RIGHTS. IF YOU ARE IN ANY DOUBT AS TO ITS EFFECT YOU SHOULD OBTAIN LEGAL ADVICE IMMEDIATELY.

\*Delete if not applicable

1. The Companies Reregistration Act 1993 requires the company named above to reregister under the Companies Act 1993. Application to reregister under that Act must be made by 30 June 1997, unless the High Court extends the period within which the application must be made.
2. The board of directors of the company has resolved to make an application for reregistration of the company. A copy of the proposed application is annexed to or accompanies this notice.
3. It is proposed to apply for reregistration on [*specify date, being a date not less than 20 working days after the date on which this notice is sent*].
4. Under section 8 of the Companies Reregistration Act 1993 you may apply to the High Court for an order prohibiting the making of the application for reregistration.

An application to the Court must be filed in the Court and served on the company before the date specified in paragraph 3 above.

An application to prevent reregistration proceeding may also be made, with the leave of the Court, after that date.

If no application has been made to the Court and served on the company by that date, the directors may proceed with the application to reregister the company.

Signature of Director/Secretary \_\_\_\_\_

Name of Director/Secretary \_\_\_\_\_

Date \_\_\_\_\_

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SCHEDULE—continued

FORMS—continued

Form 8

The Companies Reregistration Act 1993

NOTICE TO NON-VOTING MEMBERS\*/SECURED CREDITORS\* /OPTION  
HOLDERS\*/HOLDERS OF CONVERTIBLE SECURITIES\* OF  
[Insert Name of Company]

(Section 7 (1) (b) (ii))

THIS NOTICE CONCERNS YOUR RIGHTS. IF YOU ARE IN ANY  
DOUBT AS TO ITS EFFECT YOU SHOULD OBTAIN LEGAL ADVICE  
IMMEDIATELY.

\*Delete if not applicable

1. The Companies Reregistration Act 1993 requires the company named above to reregister under the Companies Act 1993. Application to reregister under that Act must be made by 30 June 1997, unless the High Court extends the period within which the application must be made.
2. Every voting member of the company has consented in writing to the making of an application for reregistration of the company. A copy of the proposed application is annexed to or accompanies this notice.
3. It is proposed to apply for reregistration on [*specify date, being a date not less than 20 working days after the date on which this notice is sent*].
4. Under section 8 of the Companies Reregistration Act 1993 you may apply to the High Court for an order prohibiting the making of the application for reregistration.

An application to the Court must be filed in the Court and served on the company before the date specified in paragraph 3 above.

An application to prevent reregistration proceeding may also be made, with the leave of the Court, after that date.

If no application has been made to the Court and served on the company by that date, the directors may proceed with the application to reregister the company.

Signature of Director/Secretary \_\_\_\_\_

Name of Director/Secretary \_\_\_\_\_

Date \_\_\_\_\_

MARIE SHROFF,  
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 July 1994, prescribe the application fee payable on, and forms required for, reregistration of a company under the Companies Reregistration Act 1993.

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Issued under the authority of the Acts and Regulations Publication Act 1989.

Date of notification in *Gazette*: 16 June 1994.

These regulations are administered in the Department of Justice.