



**THE COMPANIES REREGISTRATION REGULATIONS 1994,
AMENDMENT NO. 1**

CATHERINE A. TIZARD, Governor-General

ORDER IN COUNCIL

At Wellington this 14th day of August 1995

Present:

HER EXCELLENCY THE GOVERNOR-GENERAL 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.

REGULATIONS

1. Title and commencement—(1) These regulations may be cited as the Companies Reregistration Regulations 1994, Amendment No. 1, and shall be read together with and deemed part of the Companies Reregistration Regulations 1994* (hereinafter referred to as the principal regulations).

(2) These regulations shall come into force on the 28th day after the date of their notification in the *Gazette*.

2. Availability of certain documents—The principal regulations are hereby amended by adding the following regulation:

“5. (1) Where a notice by a company in Form 2 or Form 6 in the Schedule to these regulations states that copies of the memorandum of association and articles of association of the company may be inspected at the registered office of the company or at any other location, the company

must make copies of those documents available for inspection at the places specified between the hours of 9 a.m. and 5 p.m. on working days.

“(2) Where a notice by a company in Form 2, Form 3, Form 4, Form 5, Form 6, Form 7, or Form 8 in the Schedule to these regulations states that it is proposed that the company be reregistered with a constitution,—

“(a) A copy of the constitution must accompany or be annexed to the notice; or

“(b) The company must make a copy of the constitution available free of charge on request to the person to whom the notice is sent and must also make a copy available for inspection by that person free of charge at the registered office of the company and at any other location specified in the notice between the hours of 9 a.m. and 5 p.m. on working days”.

3. Form 2 amended—(1) Form 2 in the Schedule to the principal regulations is hereby amended by omitting from clause 3 the words “[insert city] or at [specify any other locations]”, and substituting the words “[insert address] or at the Companies Office in [insert city] or at [specify any other locations]”.

(2) Form 2 in the Schedule to the principal regulations is hereby further amended by revoking clause 4, and substituting the following clause:

“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 a constitution. The constitution is set out in the document entitled “Constitution” that is annexed to or accompanies this notice./ You may obtain a copy of the constitution free of charge on request to the company. You may also inspect the constitution free of charge at [insert address of the registered office of the company and, if the constitution is available for inspection at any other locations, specify those locations]*.

*Delete if not applicable.”

4. Form 3 amended—(1) Form 3 in the Schedule to the principal regulations is hereby amended by inserting, after clause 3, the following clause:

“3A. 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 a constitution. The constitution is set out in the document entitled “Constitution” that is annexed to or accompanies this notice./ You may obtain a copy of the constitution free of charge on request to the company. You may also inspect the constitution free of charge at [insert address of the registered office of the company and, if the constitution is available for inspection at any other locations, specify those locations]*.

*Delete if not applicable.”

(2) Form 3 in the Schedule to the principal regulations is hereby further amended by omitting from clause 5 the word “Registration”, and substituting the word “Reregistration”.

5. Form 4 amended—Form 4 in the Schedule to the principal regulations is hereby amended by inserting, after clause 3, the following clause:

“3A. 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 a constitution. The constitution is set out in the document entitled “Constitution” that is annexed to or accompanies this notice./ You may obtain a copy of the constitution free of charge on request to the company. You may also inspect the constitution free of charge at *[insert address of the registered office of the company and, if the constitution is available for inspection at any other locations, specify those locations]**.

*Delete if not applicable.”

6. Form 5 amended—Form 5 in the Schedule to the principal regulations is hereby amended by inserting, after clause 3, the following clause:

“3A. 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 a constitution. The constitution is set out in the document entitled “Constitution” that is annexed to or accompanies this notice./ You may obtain a copy of the constitution free of charge on request to the company. You may also inspect the constitution free of charge at *[insert address of the registered office of the company and, if the constitution is available for inspection at any other locations, specify those locations]**.

*Delete if not applicable.”

7. Form 6 amended—Form 6 in the Schedule to the principal regulations is hereby amended by revoking clause 5, and substituting the following clause:

“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 a constitution. The constitution is set out in the document entitled “Constitution” that is annexed to or accompanies this notice./ You may obtain a copy of the constitution free of charge on request to the company. You may also inspect the constitution free

of charge at *[insert address of the registered office of the company and, if the constitution is available for inspection at any other locations, specify those locations]**.

*Delete if not applicable.”

8. Form 7 amended—Form 7 in the Schedule to the principal regulations is hereby amended by inserting, after clause 2, the following clause:

“2A. 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 a constitution. The constitution is set out in the document entitled “Constitution” that is annexed to or accompanies this notice. / You may obtain a copy of the constitution free of charge on request to the company. You may also inspect the constitution free of charge at *[insert address of the registered office of the company and, if the constitution is available for inspection at any other locations, specify those locations]**.

*Delete if not applicable.”

9. Form 8 amended—Form 8 in the Schedule to the principal regulations is hereby amended by inserting, after clause 2, the following clause:

“2A. 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 a constitution. The constitution is set out in the document entitled “Constitution” that is annexed to or accompanies this notice. / You may obtain a copy of the constitution free of charge on request to the company. You may also inspect the constitution free of charge at *[insert address of the registered office of the company and, if the constitution is available for inspection at any other locations, specify those locations]**.

*Delete if not applicable.”

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 the 28th day after the date of their notification in the *Gazette*, amend a number of the forms prescribed by the Companies Reregistration Regulations 1994 for use in connection with the reregistration of companies under the Companies Act 1993.

Forms 2, 4, and 6 set out forms of notice that must be given by a company that proposes to reregister to its voting shareholders. In the case of a notice in Form 2 and Form 6, the notice requires a copy of the constitution to be annexed to or accompany the notice. In the case of a notice in Form 4, there is no such requirement.

Forms 3, 5, 7, and 8 set out the form of notice that must be given by a company that proposes to reregister to any non-voting shareholders, secured creditors, option holders, and holders of convertible securities. There is no requirement that the constitution of the company must be annexed to or accompany the notice.

The effect of the amendments to Forms 2 and 6 is to remove the requirement for a company to send a copy of its constitution to its voting shareholders. In future, the company will have the option of sending the constitution but, if it does not do so, it must provide the shareholder with a copy free of charge on request and also make a copy available for inspection by the shareholder free of charge.

The effect of the amendment to Form 4 is to require the notice to state whether the company is to be reregistered with or without a constitution and, if it is to be reregistered with a constitution, to state also either that the constitution is annexed to or accompanies the notice or that a copy of it may be obtained from the company free of charge on request and is available for inspection free of charge.

The amendments to Forms 3, 5, 7, and 8 are to the same effect as the amendment to Form 4.

The regulations also amend clause 3 of Form 2 so as to require a notice to the company's voting shareholders to state (in line with Form 6) that copies of the memorandum and articles of association of the company can be inspected at the company's registered office, the Companies Office, and at any other place specified in the notice.

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

Date of notification in *Gazette*: 17 August 1995.

These regulations are administered in the Department of Justice.