



## THE OVERSEAS INVESTMENT REGULATIONS 1985

DAVID BEATTIE, Governor-General

### ORDER IN COUNCIL

At the Government Buildings at Wellington this 30th day  
of September 1985

Present:

THE HON. K. T. WETERE PRESIDING IN COUNCIL

PURSUANT to the Overseas Investment Act 1973, His 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 Overseas Investment Regulations 1985.

(2) These regulations shall come into force on the 14th day after the date of their notification in the *Gazette*.

**2. Interpretation**—(1) In these regulations, unless the context otherwise requires,—

“The Act” means the Overseas Investment Act 1973:

“Building society” means a building society within the meaning of the Building Societies Act 1965:

“Commission” means the Overseas Investment Commission constituted by the Act:

“Head office”, in relation to a body corporate, means the place from which its administrative management is conducted:

“Interest in a unit trust” has the same meaning as in the Unit Trusts Act 1960:

“Issue” includes re-issue:

“Minister” means the Minister of Finance; and includes any person for the time being authorised to exercise or perform any of the powers or functions of the Minister:

“Nominee”, in relation to an overseas person, means—

(a) Any company or building society directly or indirectly controlled by the overseas person or by any company or building society that is the nominee of the overseas person; or

(b) Any company or building society that—

(i) Directly or indirectly controls or is interested in (whether beneficially or otherwise) any shares in the capital of the overseas person or a nominee of the overseas person; or

(ii) Is entitled, directly or indirectly, to any part of the profits of the overseas person or a nominee of the overseas person—

where the acquisition of those shares or the entitlement to that part of those profits was entered into or obtained for the benefit of an overseas person or a nominee of an overseas person; or

(c) Any person subject to the direction or control, whether direct, indirect, general, or specific, of any company or building society that is an overseas person or the nominee of an overseas person, whether or not the direction or control is legally enforceable; or

(d) Any person who, in any transaction, acts as agent, trustee, representative, or in any way on behalf of the overseas person or a nominee of the overseas person, or is in any way subject to the direction, control, or influence of the overseas person or a nominee of the overseas person whether or not, in respect of the transaction, the relationship between that person and the overseas person or nominee is such as to confer legally enforceable rights on either party; or

(e) Any overseas person who—

(i) In any transaction acts jointly or in concert with any other overseas person or any nominee of an overseas person; or

- (ii) Undertakes or participates in any transaction in consequence of any arrangement made between him and any other overseas person or any nominee of an overseas person—

whether or not, in respect of the transaction or the arrangement, the relationship between the first overseas person and the other overseas person or the nominee is such as to confer legally enforceable rights on either party—

and “nominee”, in relation to any other person mentioned in these regulations, has a corresponding meaning:

“Offer” includes any proposal to make an offer or invitation to make an offer:

“Offeree” means a holder of shares which are included in a take-over offer:

“Offeree building society” means a building society whose shares, or any of them, are proposed to be acquired under a take-over scheme:

“Offeree company” means a company whose shares or any of them are proposed to be acquired under a take-over scheme:

“Offeror” means—

(a) A person who makes a take-over offer, whether in concert or jointly with any other person or not and whether by himself or by a nominee; or

(b) Any overseas person to whom a take-over offer has been made in respect of shares held by an offeree, whether in concert or jointly with any other person or not and whether by himself or by a nominee:

“Overseas person” means—

(a) Any person not ordinarily resident in New Zealand; or

(b) Any company or body corporate that is incorporated outside New Zealand, or any company within the meaning of the Companies Act 1955 that is for the purposes of that Act a subsidiary of any company or body corporate incorporated outside New Zealand; or

(c) Any company within the meaning of the Companies Act 1955, or building society, in which—

(i) Twenty-five percent or more of any class of shares is held by any overseas person or overseas persons; or

(ii) The right to exercise or control the exercise of 25 percent or more of the voting power at any general meeting of the company or building society is held by any overseas person or overseas persons; or

(d) Any nominee of an overseas person, whether or not the nominee is himself otherwise an overseas person:

“Person” includes any individual person, a corporation sole, a corporation aggregate, and any association or combination of individual persons or corporate or unincorporate bodies:

“Property” has the same meaning as in the Property Law Act 1952:

“Share” includes stock, common stock, any beneficial interest in any share, and any perpetual debenture or perpetual debenture stock:

“Take-over offer” means an offer whether in writing or not relating to the acquisition of shares under a take-over scheme; and includes an offer by the holder or holders of any shares to transfer or sell those shares:

“Take-over scheme” means any offer relating to the acquisition or disposition of any shares in a company or building society which will have the effect, if accepted, of—

(a) Conferring on the offeror the beneficial entitlement to, or a beneficial interest in, 25 percent or more of any class of shares issued by the offeree company or offeree building society; or

(b) Enabling the offeror to exercise or control the exercise of 25 percent or more of the voting power at any general meeting of the offeree company or offeree building society—  
whether or not the offeror is already beneficially entitled to or has a beneficial interest in 25 percent or more of any such class of shares, or already exercises or controls the exercise of 25 percent or more of such voting power:

“Unit trust” has the same meaning as in the Unit Trusts Act 1960.

(2) For the purposes of these regulations, the expressions “holding company” and “subsidiary” shall have the same meanings as they have in section 158 of the Companies Act 1955 but (subject to the meaning of the term “overseas person” in these regulations) for the purposes of interpreting the expressions “holding company” and “subsidiary”, that section of that Act shall be read as if in subsection (1) (a) (ii) the expression “25 percent or more” was substituted for the words “more than half”.

(3) For the purposes of these regulations, shares to which an offeror is beneficially entitled under a take-over scheme shall be read as including a reference to—

- (a) Shares held by any person or body corporate as nominee of the offeror; and
  - (b) Shares in or over which the offeror has any right, title, interest or control, or in respect of which he has any control over the vote; and
  - (c) Shares which the offeror is or will be entitled to acquire under any option or on the fulfilment of any condition under any agreement relating to the acquisition of any other shares in the offeree company or building society; and
  - (d) If the offeror is a company within the meaning of the Companies Act 1955, shares to which any subsidiary or holding company of the offeror or any other subsidiary of the offeror’s holding company is already beneficiary entitled, or which any such subsidiary or holding company is or will be entitled to acquire in any such manner as aforesaid.
- (5) For the purposes of these regulations, an individual shall be deemed to be ordinarily resident in New Zealand at any time if at the time—
- (a) He is domiciled in New Zealand; or
  - (b) He is residing in New Zealand and his usual place of abode is, and has been for the immediately preceding period of 12 months, in New Zealand, whether or not he has been occasionally or temporarily absent from New Zealand during that period.
- (6) For the purposes of these regulations—
- (a) A body corporate shall be deemed to be ordinarily resident in New Zealand if it is incorporated in New Zealand or has its head office in New Zealand;
  - (b) Where any body corporate incorporated outside New Zealand and carrying on business through a branch or branches in New Zealand does not have its head office in New Zealand, each such branch shall be deemed to be a separate person and shall, together with

the person in New Zealand for the time being having control of the business in New Zealand, be deemed to be ordinarily resident in New Zealand; and such persons shall in respect of the branch be jointly and severally liable accordingly; but nothing in this paragraph shall be construed to relieve the body corporate from any obligation or liability to any penalty under the Act or under these regulations.

## PART I

### ISSUE OF SHARES TO OVERSEAS PERSONS

**3. Issue of shares to overseas persons**—(1) Subject to regulation 4 of these regulations, except with the consent of the Minister, it shall not be lawful for any body corporate incorporated in New Zealand, or any unincorporated body of persons (other than a partnership in which none of the partners is a body corporate) carrying on business in New Zealand—

(a) To issue shares to an overseas person; or

(b) To allot any shares subscribed for by any overseas person to that overseas person.

(2) This regulation shall apply in relation to interests in unit trusts as it applies in relation to shares in a body corporate, and as if—

(a) Any reference to the issue of shares in a body corporate by that body corporate were a reference to an issue of interests in a unit trust; and

(b) Any reference to shares in a body corporate incorporated in New Zealand were a reference to interests in a unit trust issued for the purposes of the unit trust.

**4. Exemption from application of regulation 3**—Nothing in regulation 3 of these regulations applies—

(a) To the issue or allotment of shares by a body corporate incorporated in New Zealand, not being an overseas person, that does not have the effect of making the body corporate an overseas person;

(b) To the issue or allotment of shares to an overseas person or overseas persons by an unincorporated body of persons (other than a partnership in which none of the partners is a body corporate) that does not result in the overseas person acquiring or overseas persons in aggregate acquiring a beneficial entitlement to or a beneficial interest in 25 percent or more of any class of shares or the right to exercise or control the exercise of 25 percent or more of the voting power in respect of the unincorporated body of persons;

(c) To the issue or allotment of shares by a body corporate incorporated in New Zealand, or any unincorporated body of persons (other than a partnership in which none of the partners is a body corporate) carrying on business in New Zealand, that does not have the effect of increasing the proportion of shares held in that body corporate or unincorporated body of persons by the overseas person or overseas persons to whom those shares are issued or allotted;

(d) To the issue of redeemable preference shares being preference shares which are redeemable only in cash and which do not entitle the holders to exercise any voting rights except where the dividend payable is in arrears.

**5. Issue of prospectus, etc.**—Where the consent of the Minister is required under these regulations to the issue or allotment of shares, no person shall issue a prospectus containing an offer to subscribe for such shares unless the consent of the Minister has been given and the prospectus contains a statement to that effect.

## PART II

### OVERSEAS TAKE-OVERS

**6. Secretary of the Commission**—For the purposes of this Part of these regulations there shall be a Secretary of the Commission who shall be an officer of the Reserve Bank of New Zealand.

**7. Notice to the Commission of take-over offers by or to overseas persons**—(1)—

- (a) Where a take-over offer is made or proposed to be made to an offeree by any overseas person, the offeror or his nominee shall, on or before the date of the offer, send to the Commission, at the Reserve Bank of New Zealand at Wellington, notice in writing stating that the offer has been or is proposed to be made; or
  - (b) Where a take-over offer is made or proposed to be made by or on behalf of an offeree to any overseas person who is an offeror, the offeror or his nominee shall send to the Commission at the Reserve Bank of New Zealand at Wellington, notice in writing stating that the offer has been or is proposed to be made.
- (2) The notice shall—
- (a) Specify an address for service to which any notice or other document addressed to the offeror or his nominee under these regulations may be sent;
  - (b) State the date of the offer, if made;
  - (c) State the name, occupation, and address of each offeror and if the offeror is a body corporate, its name, the address of its registered office and a summary of its principal activities;
  - (d) State whether or not the offer is conditional on acceptances being received in respect of a minimum number of shares, and, if so, that minimum number;
  - (e) Specify an estimate of the total consideration expected to be paid if the take-over offer is accepted, and whether and to what extent such consideration is to be paid in cash or in shares or otherwise; and if the whole or any part of that consideration is to be paid in cash, whether and to what extent the payment is to be made from overseas funds or from funds held in New Zealand;
  - (f) Where part or all of the consideration is to be in the form of shares state whether the shares offered are, or in the case of shares to be issued will be, fully paid up, and, if there is a fixed date and amount for payment of outstanding calls, the date and amount of each such call;
  - (g) Where any offeror is a company or other body corporate whether incorporated in New Zealand or elsewhere, have attached a copy of the offeror's latest financial accounts;
  - (h) Have attached a copy of the latest accounts and reports required to be laid before the offeree company in general meeting pursuant to sections 152 to 161 of the Companies Act 1955 or before the

offeree building society in general meeting pursuant to sections 91, 95, and 96 of the Building Societies Act 1965, as the case requires:

- (i) Include a statement whether the offeree company or any of its subsidiary companies or the offeree building society, as the case requires, owns any land or holds any interest in land the acquisition of which is subject to control in terms of the Land Settlement Promotion and Land Acquisition Act 1952:
- (j) State whether any offeror (being a company or other body corporate) is a subsidiary of any other company or body corporate, and, if so, state the name and the address of the registered office of its holding company:
- (k) State the number, description, and amount of any shares in the offeree company or building society to which each of the offerors is beneficially entitled; or, if there are no such shares, include a statement to that effect:
- (l) Where the offeree company is a private company, state the names and addresses of the present shareholders, and the number and class of shares held by each shareholder, in that company.

**8. Secretary to register notice**—(1) On receipt of a notice that complies with regulation 7 of these regulations, the Secretary shall forthwith record the notice in a register to be kept by him for the purpose, and notify the offeror or his nominee, in writing, of the date of registration.

(2) On receipt of a notice that does not comply with regulation 7 of these regulations, the Secretary may, at his discretion, record the notice in the register to be kept by him and shall then notify the offeror or his nominee in writing that the notice has been registered and the date of registration.

**9. Supply of further information and particulars**—The offeror or his nominee shall from time to time supply to the Commission such further information and particulars in relation to the take-over offer as may reasonably be required for the purpose of enabling the Minister to exercise his powers under these regulations.

**10. Consideration of notice**—(1) Within 6 weeks after the date of the registration of the notice under regulation 8 of these regulations, the Minister shall determine whether or not he will grant his consent to the take-over offer (whether made or proposed to be made).

(2) On such determination being made, notice in writing shall be given forthwith to the offeror or his nominee of the determination.

**11. Offers to be made subject to these regulations**—(1) Unless before any take-over offer is made the offeror or his nominee has received notice in writing stating that the Minister's consent has been granted every such offer made shall state—

- (a) That the offer is made subject to these regulations; and
- (b) That notice of the making of the offer has been given to the Commission under these regulations; and
- (c) That the offer will become effective only pursuant to regulation 12 of these regulations.

(2) If before any take-over offer is made the offeror or his nominee receives notice in writing stating that the Minister's consent has been granted every such offer made shall state that fact.

**12. When take-over offer to become effective**—(1) Any take-over offer to which regulation 11 (1) of these regulations applies shall become effective immediately—

- (a) On receipt by the offeror or his nominee of notice in writing that the Minister's consent has been granted; or
- (b) If no such notice, and no notice of the refusal of such consent has been received by the offeror or his nominee within 6 weeks after the date of the registration, under regulation 8 of these regulations, of the notice of the take-over offer, then at the expiry of the said period of 6 weeks.

(2) When the take-over offer becomes effective under this regulation, the offeror or his nominee shall forthwith give notice in writing to every offeree stating that the offer has become effective in accordance with these regulations, and, where the Minister's consent has been granted upon or subject to any terms or conditions, stating those terms and conditions so far as they affect the terms of the offer as between the offeror and offeree.

**13. When take-over offer deemed revoked**—Except as provided in regulation 12 (1) (b) of these regulations, every take-over offer to which regulation 11 (1) of these regulations applies shall be deemed to be revoked on the receipt by the offeror or his nominee of notice in writing that the Minister's consent has been refused; and the offeror or his nominee shall forthwith give notice in writing to every offeree stating that the offers have been revoked in accordance with these regulations.

**14. Notices to offeror at address for service**—Every notice or other document sent to any offeror or his nominee for any of the purposes of these regulations may be delivered or posted by letter addressed to him at the address for service specified in the notice under regulation 7 of these regulations, and if so posted the notice shall be deemed to have been served at the time when the letter would be delivered in the ordinary course of post.

**15. Contract to be unlawful and void in certain circumstances**—(1) Subject to regulation 21 of these regulations, where a take-over offer is made and neither the Minister's consent is granted pursuant to regulation 10 of these regulations, nor is the take-over offer effective under regulation 12 (1) (b) of these regulations, any contract for the sale of shares resulting from the acceptance of any such offer and any transfer of those shares consequent on such acceptance shall be unlawful and void.

(2) The directors of the offeree company may refuse to register any transfer of shares in the company if they have reasonable cause to believe that the transfer is unlawful under this regulation.

**16. Acquisition of shares by overseas person other than in pursuance of take-over offer**—(1) Except with the consent of the Minister, no person shall give effect to a provision of a contract or agreement (not being a contract or agreement arising from the making of a take-over offer) which provides for the transfer of shares in a company or building society to an overseas person if the transfer will have the effect of—

- (a) Conferring on the overseas person the beneficial entitlement to, or a beneficial interest in, 25 percent or more of any class of shares issued by that company or building society; or



(b) Enabling the overseas person to exercise or control the exercise of 25 percent or more of the voting power at any general meeting of the company or building society—  
whether or not the overseas person is already beneficially entitled to or has a beneficial interest in 25 percent or more of any such class of shares, or already exercises or controls the exercise of 25 percent or more of such voting power.

(2) Any transfer of shares made in contravention of this regulation shall be unlawful and void.

(3) The directors of any company or building society may refuse to register any transfer of shares in the company or building society if they have reasonable cause to believe that the transfer is unlawful under this regulation.

### PART III

#### CARRYING ON BUSINESS AND ACQUISITION OF ASSETS IN NEW ZEALAND BY OVERSEAS PERSONS

**17. Carrying on business in New Zealand**—Except with the consent of the Minister, it shall not be lawful after the commencement of this regulation—

- (a) For any body corporate incorporated outside New Zealand to register as an overseas company under Part XII of the Companies Act 1955; or
- (b) For any overseas person not lawfully carrying on business in New Zealand at the commencement of this regulation to carry on business in New Zealand, either on his own account, or in partnership with any other person, for any period or periods exceeding 3 months in any year.

**18. Acquisition of assets**—(1) Except with the consent of the Minister it shall not be lawful for any overseas person to enter into any transaction or make any contract or arrangement, whether orally or in writing, relating to the acquisition by any overseas person of all or substantially all of the property in New Zealand used in carrying on a business in New Zealand:

Provided nothing in this regulation shall affect any transaction, contract, or arrangement where the total consideration to be paid in relation to the acquisition by any overseas person, of all or substantially all of the property in New Zealand used in carrying on a business in New Zealand, does not exceed \$500,000.

(2) For the purposes of this regulation, the expression “property in New Zealand used in carrying on a business” includes any goodwill and any other intangible assets used in connection with the business.

### PART IV

#### MISCELLANEOUS

**19. Evasion of these regulations**—No person shall enter into any transaction or make any contract or arrangement, whether orally or in writing, for the purpose of or having the effect of, in any way, directly or indirectly, defeating, evading or circumventing the operation of these regulations in any respect.

**20. Granting or refusal of consent**—(1) Any consent for the purposes of these regulations may—

- (a) Be granted in respect of such transactions or class or classes of transactions or of persons as the Minister may determine, or to any person in respect of any specified transaction:
- (b) Be granted wholly or partly and either unconditionally or subject to such conditions as the Minister thinks fit:
- (c) Be refused.

(2) Any consent granted under subclause (1) of this regulation to any transaction to which these regulations relate may at any time be revoked by the Minister; and any condition subject to which any such consent is granted may from time to time be revoked, varied, or added to by the Minister.

(3) Every person who applies for any consent under subclause (1) of this regulation shall furnish such information and particulars in such form as the Minister or Commission may from time to time require.

(4) Where any consent is granted or refused under subclause (1) of this regulation to a proposal to which Part II of these regulations relates the Commission shall give notice of the grant or refusal of consent to the offeror or his nominee.

**21. Exemptions**—(1) The Minister may in his discretion exempt any persons or class or classes of persons from the whole or any part of the requirements of these regulations.

(2) Any such exemption may at any time in like manner be varied or revoked.

**22. Notices**—(1) The Minister or the Commission may give notice in the *Gazette* of the exercise of any powers under these regulations, or of any direction or determination given or made by the Minister or Commission as the case may be under these regulations, and all persons shall be bound thereby.

(2) The Minister or Commission may, without any notice in the *Gazette*, give notice to any person of the exercise of any powers under these regulations, or of any direction or determination given or made under these regulations, and every person to whom the notice is given shall be bound thereby.

(3) Except where otherwise specially provided, any notice required to be given to any person for the purposes of these regulations may be given by causing it to be delivered to that person, or to be left at his usual or last known place of abode or business or at the address specified by him in any application, notice, or other document received from him by the Minister or Commission or to be posted in a letter addressed to him at that place of abode or business or at that address.

(4) If any such notice is sent to any person by registered letter it shall be deemed to have been delivered to him when it would have been delivered in the ordinary course of post, and in proving the delivery it shall be sufficient to prove that the letter was properly addressed and posted.

(5) Except where otherwise specially provided, every notice under these regulations shall take effect when it is published or given, or at such later time as may be specified in that behalf in the notice.

(6) Any notice given under these regulations may at any time be varied or revoked by a subsequent notice.

**23. Power of Minister or Commission to require information and production of books, etc.**—(1) If the Minister or Commission has reason to suspect that any person has committed an offence against these regulations, either the Minister or the Commission may, by notice in writing, require that person or any other person, within such time as may be specified in the notice—

(a) To furnish to the Minister or the Commission or any other person, any information, in relation to any transaction, which in the Minister's or Commission's opinion may furnish evidence in relation to that offence:

(b) To produce to the Minister or Commission or any other person, any books or documents which may be in the possession or under the control of any such person and which in the Minister's or Commission's opinion may furnish evidence in relation to that offence.

(2) Any notice given pursuant to the provisions of subclause (1) of this regulation may specify the place or places at which any information, books, or documents are to be furnished or delivered, and any books, documents, or other information may be copied, and may be retained or impounded, by the person or persons to whom they are delivered pursuant to the notice.

**24. Exchange Control Regulations 1985 not affected**—Nothing in these regulations shall limit or affect the operation of the Exchange Control Regulations 1985.

**25. Part I of Companies Amendment Act 1963 not affected**—Nothing in these regulations shall limit or affect the operation of Part I of the Companies Amendment Act 1963 (which relates to take-over offers).

**26. Revocations and savings**—(1) The regulations specified in the Schedule to these regulations are hereby revoked.

(2) Notwithstanding anything in subclause (1) of this regulation, any consent or exemption in force at the commencement of these regulations shall continue to subsist in every way as if it had been given under and were subject to these regulations.

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Reg. 26

## SCHEDULE

## REGULATIONS REVOKED

Regulations	Serial Number
The Overseas Investment Regulations 1974 ..	1974/117
The Overseas Investment Regulations 1974, Amendment No. 1 .. .. .	1978/79
The Overseas Investment Regulations 1974, Amendment No. 2 .. .. .	1979/270

P. G. MILLEN,  
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 replace the Overseas Investment Regulations 1974.

Part I of the regulations differs substantially from the provisions of Part I of those regulations. The main differences are that—

- (a) It is no longer a requirement for a New Zealand registered company, or an unincorporated body of persons carrying on business in New Zealand, to obtain consent to borrow money overseas:
- (b) It is no longer a requirement for an overseas person to obtain consent to borrow money in New Zealand or to raise share capital in New Zealand other than by the issue of shares to an overseas person.

*Regulation 3* makes it unlawful without consent for a New Zealand registered company, or an unincorporated body of persons (other than a partnership in which none of the partners is a body corporate) carrying on business in New Zealand, to issue or allot shares to an overseas person.

*Regulation 4* exempts from the application of regulation 3 the following—

- (a) The issue and allotment of shares by a body corporate which is not an overseas person which does not result in the body becoming an overseas person:
- (b) The issue or allotment of shares to an overseas person or overseas persons by an unincorporated body of persons (other than a partnership in which none of the partners is a body corporate) that does not result in the overseas person or overseas persons acquiring a beneficial entitlement or interest in 25 percent or more of any class of shares or the right to exercise or control the exercise of 25 percent or more of the voting power of the unincorporated body:
- (c) The issue and allotment of shares which does not increase the proportion of shares held by the overseas person:
- (d) The issue of redeemable preference shares which are redeemable in cash and which are non-voting.

*Regulation 5* provides that where consent is required under the regulations to the issue or allotment of shares, no person may issue a prospectus offering shares for subscription unless consent has been given and the prospectus contains a statement to that effect.

Part II of the regulations (which relates to overseas take-overs) is substantially the same as Part II of the Overseas Investment Regulations 1974 except for the addition of regulation 16.

*Regulation 16* provides that no person shall, without consent, give effect to a provision of a contract or agreement (not being a contract or agreement arising from the making of a take-over offer) which provides for the transfer of shares in a company or a building society to an overseas person if the transfer will have the effect of—

- (a) Conferring on the overseas person the beneficial entitlement to or interest in 25 percent or more of any class of shares; or
- (b) Enabling that overseas person to control 25 percent or more of the voting power at a general meeting.

Part III of the regulations relates to carrying on business and the acquisition of assets in New Zealand by overseas persons.

*Regulation 17* is similar to regulation 16 of the Overseas Investment Regulations 1974.

*Regulation 18* is substantially similar to regulation 17 of those regulations and makes it unlawful without consent for an overseas person to acquire all or substantially all of the property used in carrying on a business in New Zealand where the consideration involved is \$500,000 or more. (Regulation 17 of those regulations exempts transactions of less than \$100,000.)

Part IV, which relates to general matters, is the same as Part IV of the Overseas Investment Regulations 1974.

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Issued under the authority of the Regulations Act 1936.

Date of notification in *Gazette*: 3 October 1985.

These regulations are administered in the Reserve Bank of New Zealand.