

1956/210

THE COMPANIES REGULATIONS 1956

C. W. M. NORRIE, Governor-General

ORDER IN COUNCIL

At the Government House at Wellington this 12th day of December 1956

Present: ·

HIS EXCELLENCY THE GOVERNOR-GENERAL IN COUNCIL

PURSUANT to section 12 of the Companies Act 1955, His Excellency the Governor-General, acting by and with the advice and consent of the Executive Council, hereby makes the following regulations.

REGULATIONS

1. Short Title and commencement—(1) These regulations may be cited as the Companies Regulations 1956.

(2) These regulations shall come into force on the 1st day of January 1957.

Cf. Companies Regulations 1934, r. 1 (1); Companies (Forms) Order 1949, r. 9 (U.K.)

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

“The Act” means the Companies Act 1955:

“Commonwealth representative” means any Ambassador, High Commissioner, Minister, Chargé d’Affaires, Consular Officer, Trade Commissioner, or Tourist Commissioner of a Commonwealth country (including New Zealand) or of Ireland; and includes any person lawfully acting for any such officer; and also includes any diplomatic secretary on the staff of any such Ambassador, High Commissioner, Minister, or Chargé d’Affaires:

“Ireland” means the Republic of Ireland:

A reference to a numbered form is a reference to the form so numbered in the Schedule to these regulations.

(2) Unless the context otherwise requires, words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modification thereof.

Cf. 1934, r. 1 (2); U.K. r. 7

3. Shape, writing, etc., of documents to be registered—(1) All documents prepared to be registered or to be delivered, sent, or forwarded to the Registrar shall be legibly and clearly written, typewritten, or printed on half-sheets of foolscap paper of medium weight and good quality, with a binding margin of one-fourth of the width of the paper at the least. Where there are more sheets than one, they shall be fastened together with a sufficient paper fastener at the top left-hand corner.

(2) Carbon copies shall not be received by the Registrar.

(3) Except by special leave of the Registrar, granted upon such conditions as he thinks fit, no document shall be received by the Registrar which does not comply with this regulation.

Cf. 1934, r. 2

4. Forms—The forms set out in the Schedule to these regulations shall be used for the purposes of the Act, and the particulars contained therein are hereby prescribed as the particulars required under the Act.

Cf. 1934, r. 3; U.K. r. 1

5. Notices by transferee company under section 208—Any notice to be given under subsection (1) or subsection (2) of section 208 of the Act by the transferee company to any dissenting shareholder or to any shareholder who has not assented to the scheme or contract shall—

(a) In the case of a shareholder who is entitled to the notice otherwise than by reason of being the holder of a share warrant to bearer, be given to him personally or by sending it by registered post to him at his address registered in the books of the transferor company or (if he has no address within New Zealand so registered) to the address, if any, within New Zealand supplied by him to the transferor company for the giving of notice to him; and

(b) In the case of a shareholder who is entitled to the notice only by reason of being the holder of a share warrant to bearer, be given in form 8 or form 9, as the case may be, with any necessary adaptations to meet the circumstances of the case, and shall be given—

(i) In cases where the articles of the transferor company provide that notice to such shareholders may be given by advertisement, by advertisement in the manner so provided; and

(ii) In any other case in such manner as the Registrar may direct.

Cf. U.K. r. 6 (2)

6. Certified copy of charter, etc., of overseas company under section 397—(1) In the case of an overseas company incorporated in any part of the Commonwealth or in Ireland, and not incorporated under the laws of a foreign country, a certified copy of the charter, statutes, or memorandum and articles of the company, or other instrument constituting or defining the constitution of the company, required to be delivered to the Registrar under section 397 of the Act shall be deemed to be certified as a true copy if in that part of the Commonwealth or in Ireland, as the case may be, it is—

- (a) Duly certified as a true copy by an official of the Government to whose custody the original is committed; or
- (b) Duly certified as a true copy by a notary public of that part of the Commonwealth or of Ireland, as the case may be; or
- (c) Duly certified as a true copy on oath by some officer of the company before some person having authority to administer an oath in that part of the Commonwealth or in Ireland, as the case may be.

(2) In the case of an overseas company incorporated under the laws of a foreign country, a certified copy of the charter, statutes, or memorandum and articles of the company, or other instrument constituting or defining the constitution of the company, required to be delivered to the Registrar under section 397 of the Act shall be deemed to be certified as a true copy if in that foreign country it is—

- (a) Duly certified as a true copy by an official of the Government to whose custody the original is committed, the signature or seal of that official being authenticated by a Commonwealth representative; or
- (b) Duly certified as a true copy by a notary of that foreign country, the certificate of the notary being authenticated by a Commonwealth representative; or
- (c) Duly certified as a true copy on oath by some officer of the company before a person having authority to administer an oath in that foreign country, the status of the person administering the oath being authenticated by a Commonwealth representative.

(3) The Registrar may in any particular case, if he thinks fit to do so and upon such conditions as he thinks fit, permit certified copies to be delivered to him, though not certified in accordance with the above requirements.

Cf. 1934, rr. 5, 7 (2); U.K. rr. 2, 5 (2)

7. Time for delivering particulars of alterations in documents, etc., under section 401—The time within which a return containing the particulars of alterations is to be delivered to the Registrar under section 401 of the Act shall be twenty-one days after the date of the making of the alterations or twenty-one days after the date on which notice thereof could in due course of post and if despatched with due diligence have been received in New Zealand.

Cf. 1934, r. 6; U.K. r. 3

8. Translations—(1) A translation of any charter, statutes, or memorandum and articles, or other instrument, constituting or defining the constitution of a company, or any account or document to be delivered to the Registrar under the Act, shall be certified to be a correct translation—

- (a) If made in a foreign country, by
 - (i) A Commonwealth representative; or
 - (ii) A person whom a Commonwealth representative certifies to be known to him as competent to translate it into the English language:
- (b) If made outside New Zealand in any part of the Commonwealth or in Ireland, by a person having authority to administer an oath in that part of the Commonwealth or in Ireland, as the case may be:
- (c) If made in New Zealand, by—
 - (i) A notary public in New Zealand; or
 - (ii) A solicitor of the Supreme Court of New Zealand.

(2) The Registrar may in any particular case, if he thinks fit to do so and upon such conditions as he thinks fit, permit translations to be delivered to him, though not certified in accordance with the above requirements.

Cf. 1934, r. 7; U.K. r. 5

9. Revocation and savings—(1) The Companies Regulations 1934* are hereby revoked.

(2) Without limiting the provisions of the Acts Interpretation Act 1924, it is hereby declared that the revocation of any provision by these regulations shall not affect any document made or any thing whatsoever done under the provision so revoked or under any corresponding former provision, and every such document or thing, so far as it is subsisting or in force at the time of the revocation and could have been made or done under these regulations, shall continue and have effect as if it had been made or done under the corresponding provision of these regulations and as if that provision had been in force when the document was made or the thing was done.

**Gazette*, 1934, Vol. I, p. 1127

SCHEDULE

No. of company:

Form 1

The Companies Act 1955

[5s. Registration Fee]

PARTICULARS OF A CONTRACT RELATING TO SHARES

Pursuant to Section 60 (2)

Name of company:

The particulars must be stamped with the same stamp duty as would have been payable if the contract had been reduced to writing.

Presented by—

Particulars of contract relating to shares allotted as fully or partly paid up otherwise than in cash by Limited

<p>1. The number of shares allotted as fully or partly paid up otherwise than in cash</p> <p>2. The nominal amount of each such share</p> <p>3. The amount to be considered as paid up on each such share otherwise than in cash</p> <p>4. If the consideration for the allotment of the shares is services, or any consideration other than that mentioned below in paragraph 5, state the nature of the consideration, and the number of shares so allotted</p> <p>5. If the allotment is made in satisfaction or part satisfaction of the purchase price of property, give a brief description of the property, and full particulars of the manner in which the purchase price is to be satisfied</p>	<p>£</p> <p>£</p> <p>1. Brief description of property:</p> <p>2. Purchase price £</p> <p>(a) Total amount considered as paid on shares allotted otherwise than in cash £</p> <p>(b) Cash £</p> <p>(c) Amount of debt released or liabilities assumed by the purchaser (including mortgages on property acquired) £</p> <p>Total purchase price .. £</p>
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SCHEDULE—continued

6. Give full particulars, in the form of the following table, of the property which is the subject of the sale, showing in detail how the total purchase price is apportioned between the respective heads: £ s. d.

Legal estates in freehold property and fixed plant and machinery and other fixtures thereon*	..	..	..	..
Legal estates in leasehold property*	..	..	..	..
Fixed plant and machinery on leasehold property (including tenants', trade, and other fixtures)	..	..	..	..
Equitable interests in freehold or leasehold property*	..	..	..	..
Loose plant and machinery, stock in trade, and other chattels†	..	..	..	..
Goodwill	..	..	..	..
Benefit of contracts	..	..	..	..
Patents, designs, trade marks, licences, copyrights, etc.	..	..	..	..
Book and other debts	..	..	..	..
Cash in hand	..	..	..	..
Cash at bank on current account, bills, notes, etc.	..	..	..	..
Cash on deposit at bank or elsewhere	..	..	..	..
Shares, debentures, and other investments	..	..	..	..
Other property, viz.	..	..	..	..
					£

[Signature]

[State whether director or secretary]

Dated the day of 19

*Where properties are sold subject to mortgage, the gross value should be shown.

†No plant and machinery which was not in an actual state of severance on the date of the sale should be included under this head.

No. of company:

The Companies Act 1955

Form 2

[5s. Registration Fee]

STATEMENT OF THE AMOUNT OR RATE PER CENT OF THE COMMISSION PAYABLE IN RESPECT OF SHARES AND OF THE NUMBER OF SHARES WHICH PERSONS HAVE AGREED FOR A COMMISSION TO SUBSCRIBE ABSOLUTELY

Pursuant to Section 61 (1) (c) (ii) and (d)

Name of company:

Presented by—

Name of company		Limited.
Article of association authorising commission	No.	
Particulars of amount payable as commission for subscribing, or agreeing to subscribe, or for procuring or agreeing to procure, subscriptions for any shares in the company; or,	£	
Rate of the commission	Rate per cent:	
Date of circular or notice (if any), not being a prospectus, inviting subscriptions for the shares and disclosing the amount or rate of the commission	Date:	
Number of shares which persons have agreed for a commission to subscribe absolutely	Number:	
<i>Signatures of all the directors or of their agents authorised in writing</i>	.....

Dated the day of 19

SCHEDULE—*continued*

No. of company:

Form 3

The Companies Act 1955

NOTICE OF INCREASE IN NOMINAL CAPITAL

Pursuant to Section 72

Name of company:

Presented by—

To the Registrar of Companies

Limited hereby gives you notice pursuant to section 72 of the Companies Act 1955 that by * resolution of the company dated the day of 19 the nominal capital of the company has been increased by the addition thereto of the sum of £ beyond the registered capital of £

The additional capital is divided as follows:

Number of Shares	Class of Share	Nominal Amount of Each Share

The conditions (e.g., voting rights, dividends, etc.) subject to which the new shares have been or are to be issued are as follows:

If any of the new shares are preference shares state whether they are redeemable or not.

[Signature]

[State whether director or secretary]

Dated the day of 19

*“Ordinary”, “extraordinary”, or “special”.

No. of company:

SCHEDULE—continued

REGISTER OF CHARGES, AND OF MEMORANDA OF SATISFACTION OR RELEASE OF

Sheet No.

Form 4

Receiver or Manager	Particulars of Memorandum of Satisfaction or Release, Date of Registration, and Signature of Assistant Registrar of Companies
	Date of Ceasing to Act
	Date of Appointment
Particulars Relating to the Issue of Debentures of a Series	Name
	Amount or Rate Per Cent of the Commission, Allowance, or Discount
	Names of the Trustees for the Debenture Holders
	General Description of the Property Charged
	Date of the Covering Deed
	Dates of the Resolutions Authorising the Issue of the Series
	Amount of Each Issue of the Series
	Date of Each Issue of the Series
	Total Amount Secured by a Series of Debentures
	Names of the Persons Entitled to the Charge
	Short Particulars of the Property Charged
	Amount Secured by the Charge
	Date of the Acquisition of the Property
	Date of Creation of the Charge and Description Thereof
Serial Number of Document on File	
Date of Registration	

Assistant Registrar
 of Companies

Assistant Registrar of Companies

SCHEDULE—continued

No. of company:

The Companies Act 1955

Form 5

[5s. Registration Fee]

DECLARATION THAT THE CONDITIONS OF SECTION 117 (1) (a) AND (b) OF THE COMPANIES ACT 1955 HAVE BEEN COMPLIED WITH

Pursuant to Section 117 (1) (c)

To be used by a company which issued a prospectus on or with reference to its formation

Name of company: Presented by—

I, of , being the secretary [a director] of Limited, do solemnly and sincerely declare—

1. That the amount of the share capital of the company offered to the public for subscription is £

2. That the amount stated in the prospectus as the minimum amount which, in the opinion of the directors, must be raised by the issue of share capital in order to provide for the matters specified in paragraph 4 in Part I of the Fourth Schedule to the Companies Act 1955 is £

3. That shares held subject to the payment of the whole amount thereof in cash have been allotted to the amount of £

*4. That every director of the company has paid to the company, on each of the shares taken or contracted to be taken by him and for which he is liable to pay in cash, a proportion equal to the proportion payable on application and allotment on the shares offered for public subscription, *except the following director[s] namely , who has [have] not taken or contracted to take any shares for which he is [they are] liable to pay in cash.

*4. That no director of the company has taken or contracted to take any shares for which he is liable to pay in cash.

And I make this solemn declaration conscientiously believing the same to be true and by virtue of the Justices of the Peace Act 1927.

Declared at this day of 19 before me—

A solicitor of the Supreme Court of New Zealand or A Justice of the Peace in and for New Zealand.

*Delete if not applicable.

No. of company:

The Companies Act 1955

Form 6

[5s. Registration Fee]

DECLARATION THAT THE PROVISIONS OF SECTION 117 (2) (b) OF THE COMPANIES ACT 1955 HAVE BEEN COMPLIED WITH

Pursuant to Section 117 (2) (c)

To be used by a company which has delivered to the Registrar of Companies a statement in lieu of prospectus

Name of company: Presented by—

I, of , being the secretary [a director] of Limited, do solemnly and sincerely declare—

*That every director of the company has paid to the company, on each of the shares taken or contracted to be taken by him and for which he is liable to pay in cash, a proportion equal to the proportion payable on application and allotment on the shares payable in cash *except the following director[s] namely , who has [have] not taken or contracted to take any shares for which he is [they are] liable to pay in cash.

*That no director of the company has taken or contracted to take any shares for which he is liable to pay in cash.

And I make this solemn declaration conscientiously believing the same to be true, and by virtue of the Justices of the Peace Act 1927.

Declared at this day of 19 before me—

A solicitor of the Supreme Court of New Zealand or A Justice of the Peace in and for New Zealand.

*Delete if not applicable.

SCHEDULE—*continued*

No. of company:

The Companies Act 1955

Form 7

[5s. Registration Fee]

PARTICULARS OF DIRECTORS AND SECRETARIES AND OF ANY CHANGES THEREIN

Pursuant to Section 200

Name of company:

Presented by—

Particulars of the Directors of Limited and of any Changes Therein*

Present Christian Name or Names and Surname†. (In the case of a corporation, the corporate name)	Any Former Christian Name or Names and Surnames‡	Nationality	Usual Residential Address. (In the case of a corporation, the registered or principal office)	Business Occupation or Other Directorships or One of Them. (If none, state so)§	Changes||

Particulars of the Secretaries of Limited and of any Changes Therein

Present Christian Name or Names and Surnames†. (In the case of a corporation, the corporate name)¶	Any Former Christian Name or Names and Surname‡	Usual Residential Address. (In the case of a corporation, the registered or principal office)¶	Changes||

[Signature]

[State whether director or secretary]

Dated the day of 19

*“Director” includes any person who occupies the position of a director by whatever name called, and any person in accordance with whose directions or instructions the directors of a company are accustomed to act.

†“Christian name” includes a forename, and “surname” in the case of a peer or a person usually known by a title different from his surname means that title.

‡“Former Christian name” and “former surname” do not include—

- (i) In the case of a peer or a person usually known by a British title different from his surname, the name by which he was known before the adoption of or succession to the title; or
- (ii) In the case of any person, a former Christian name or surname where that name or surname was changed or disused before the person bearing the name attained the age of eighteen years or has been changed or disused for a period of not less than twenty years; or
- (iii) In the case of a married woman, the name or surname by which she was known before the marriage.

§In the case of an individual who has no business occupation but holds any other directorship or directorships, particulars of that directorship or of some one of those directorships must be entered.

¶A complete list of the directors and secretaries shown as existing in the last particulars delivered should always be given. A note of the changes since the last list should be made in this column, e.g., by placing against a new director or secretary’s name the words “in place of ”, and by writing against any former director or secretary’s name the words “dead”, “resigned”, or as the case may be.

¶Where all the partners in a firm are joint secretaries, the name and principal office of the firm may be stated.

SCHEDULE—*continued*

Form 8

The Companies Act 1955

NOTICE TO DISSENTING SHAREHOLDERS

Pursuant to Section 208 (1)

Re* Limited (hereinafter called "the transferor company")
 NOTICE by† Limited (hereinafter called "the transferee company")
 To‡

Whereas on the day of 19 , the transferee company made an offer to all the holders of§ shares in the transferor company [*State shortly the nature of the offer*]: And whereas up to the day of 19 , being a date within four months of the date of the making thereof, that offer was approved by the holders of not less than nine-tenths in value of those shares (other than shares already held at the date of the offer by, or by a nominee for, the transferee company or its subsidiary):

Now, therefore, the transferee company, in pursuance of the provisions of section 208 (1) of the Companies Act 1955, hereby gives you notice that it desires to acquire the§ shares held by you in the transferor company:

And further take notice that, unless upon an application made to the Supreme Court by you, the said‡ on or before the day of 19 , being one month from the date of this notice, the Court thinks fit to order otherwise, the transferee company will be entitled and bound to acquire the§ shares held by you in the transferor company on the terms of the above-mentioned offer approved by the approving§ shareholders in the said company.

[Signature]

For†

[State whether director or secretary]

Dated the day of 19

*Name of transferor company.

†Name of transferee company.

‡Name and address of dissenting shareholder.

§If the offer is limited to a certain class or classes of shareholders, state description of that class or those classes.

SCHEDULE—continued

Form 9

The Companies Act 1955

NOTICE TO NON-ASSENTING SHAREHOLDERS

Pursuant to Section 208 (2)

Re* Limited (hereinafter called "the transferor company")
 NOTICE by† Limited (hereinafter called "the transferee company")
 To‡

Whereas a scheme or contract involving the transfer of the§ shares in the transferor company to the transferee company was up to the day of 19, being a date within four months of the making of the offer in that behalf by the transferee company, approved by the holders of not less than nine-tenths in value of those shares (other than shares already held at the date of the offer by, or by a nominee for, the transferee company or its subsidiary):

And whereas in pursuance of that scheme or contract|| shares were on the day of 19 transferred to the transferee company or to its nominee:

Now, therefore, the transferee company, in pursuance of section 208 (2) of the Companies Act 1955, hereby gives you notice that those shares together with such other shares in the transferor company as were held by, or by a nominee for, the transferee company or its subsidiary on the said date comprise or include nine-tenths in value of the§ shares in the transferor company:

And further take notice that you may, within three months from the giving of this notice, give notice that you require the transferee company to acquire your holding of§ shares in the transferor company, and that if you give such a notice the transferee company will be entitled and bound to acquire those shares on the terms on which under the scheme or contract the shares of the approving shareholders were transferred to it, or on such other terms as may be agreed or as the Supreme Court on the application of either the transferee company or yourself [yourselves] thinks fit.

[Signature]

For†

[State whether director or secretary]

Dated the day of 19

*Name of transferor company.

†Name of transferee company.

‡Name and address of non-assenting shareholder.

§If the offer is limited to a certain class or classes of shareholders, state description of that class or those classes.

||State amount of shares transferred.

No. of company: _____

The Companies Act 1955

Form 10

[5s. Registration Fee]

MEMBERS' VOLUNTARY WINDING UP

NOTICE OF APPOINTMENT OF LIQUIDATOR

Pursuant to Section 296

Name of company: _____

Presented by— _____

Members' Voluntary Winding Up

To the Registrar of Companies

I, [We], of _____, hereby give you notice that I [we] have been appointed liquidator[s] of _____ Limited, by* resolution of the company dated the day of 19

[Signature]

†

Dated the day of 19

*State how appointed, whether by resolution of the company, or how otherwise, and adapt if necessary.

†To be signed by each liquidator if more than one.

SCHEDULE—*continued*

No. of company:

Form 11

The Companies Act 1955

[5s. Registration Fee]

CREDITORS' VOLUNTARY WINDING UP
 NOTICE OF APPOINTMENT OF LIQUIDATOR
Pursuant to Section 296

Name of company:

Presented by—

Creditors' Voluntary Winding Up

To the Registrar of Companies

I, [We], of , hereby give you notice that I [we] have been appointed liquidator[s] of Limited, by*

[Signature]

†

Dated the day of 19

*State how appointed, whether by the creditors of the company, or how otherwise.

†To be signed by each liquidator if more than one.

No. of company:

Form 12

The Companies Act 1955

STATEMENT AS TO THE AFFAIRS OF* LIMITED

Pursuant to Sections 348 (1) (b) and 349 (2)

IN THE MATTER OF A DEBENTURE (SERIES OF DEBENTURES)
 REGISTERED 19

Statement as at the Day of 19 , the Date of the Appointment of the Receiver

WE, of , a director of Limited, and of , the secretary thereof, do solemnly and sincerely declare that the statement made overleaf and the several lists hereunto annexed marked are to the best of our knowledge and belief a full, true, and complete statement as to the affairs of the above-named company on the day of 19 , the date of the appointment of the Receiver.

Declared at this day of 19 }
 before me— } [Signatures]
 A solicitor of the Supreme Court of New Zealand
 or A Justice of the Peace in and for New Zealand.

The solicitor or Justice is particularly requested, before accepting the declaration, to ascertain that the full name, address, and description of each declarant are stated, and to initial all crossings-out or other alterations on the printed form. A deficiency in the declaration in any of the above respects will entail its refusal, and will necessitate its being redeclared.

NOTE—The several lists annexed are not exhibits to the declaration.

* Insert full name of company.

SCHEDULE—*continued*

No. of company:

The Companies Act 1955

Form 13

STATEMENT AS TO THE AFFAIRS OF* LIMITED

Pursuant to Sections 348 (1) (b) and 349 (2)

In the Supreme Court of New Zealand

No.

..... District
..... Registry

IN THE MATTER OF†

Statement as at the Day of 19, the Date of the Appointment of the Receiver

We, _____, of _____, a director of _____ Limited, and _____, of _____, the secretary thereof, make oath and say that the statement made overleaf and the several lists hereunto annexed marked _____ are to the best of our knowledge and belief a full, true, and complete statement as to the affairs of the above-named company on the _____ day of _____ 19____, the date of the appointment of the Receiver.

Sworn at _____ this _____ day of _____ 19____ } [Signatures]
before me—
A solicitor of the Supreme Court of New Zealand.

The solicitor is particularly requested, before swearing the affidavit, to ascertain that the full name, address, and description of each deponent are stated, and to initial any crossings-out or other alterations in the printed form. A deficiency in the affidavit in any of the above respects will entail its refusal by the Court, and will necessitate its being resworn.

NOTE—The several lists annexed are not exhibits to the affidavit.

* Insert full name of company.

† Insert title of action.

SCHEDULE—*continued*

Estimated total assets available for preferential creditors, debenture holders secured by a floating charge, and unsecured creditors* (brought forward from preceding page):		£
(e) Gross Liabilities £	<i>Liabilities</i> (to be deducted from surplus or added to deficiency as the case may be)	
	Secured creditors (as per List B) to extent to which claims are estimated to be covered by assets specifically pledged (item (a) or (b) on preceding page, whichever is the less) (Insert in "Gross Liabilities" column only.)	_____
	Preferential creditors (as per List C)	_____
	Estimated balance of assets available for debenture holders secured by a floating charge, and unsecured creditors*	£
	Debenture holders secured by a floating charge (as per List D)	_____
	Estimated surplus [deficiency] as regards debenture holders*	£
	Unsecured creditors (as per List E):	£
	Estimated unsecured balance of claims of creditors partly secured on specific assets, brought from preceding page (c)	
	Trade accounts	
	Bills payable	
	Outstanding expenses	
	
	
	Contingent liabilities (state nature):	
	
	Estimated surplus [deficiency] as regards creditors*:	
	Being difference between:	£
	Gross assets brought from preceding page (d)	
£	and gross liabilities as per column (e)	_____
	Issued and called up capital:	£
	..... preference shares of each called up	
	..... ordinary shares of each called up	
	Estimated surplus [deficiency] as regards members* (as per List F)	£

* These figures must be read subject to the following notes:

- (1) (f) There is no unpaid capital liable to be called up *or*
 (g) The nominal amount of unpaid capital liable to be called up is £ estimated to produce £ which is [is (f) or (g) not] charged in favour of debenture holders.
- (2) The estimates are subject to costs of the receivership and to any surplus or deficiency on trading pending realisation of the assets.

SCHEDULE—continued

LIST A—ASSETS NOT SPECIFICALLY PLEDGED

Statement of Affairs
List A

Full particulars of every description of property not specifically pledged and not included in any other list are to be set forth in this list.

Full Statement and Nature of Property								Book Value			Estimated to Produce		
								£	s.	d.	£	s.	d.
State name of bankers	Balance at Bank .. .. .	..	..	..	..	..	..	..	..	..	..	..
	Cash in hand .. .. .	..	..	..	..	..	..	..	..	..	..	..
	Marketable securities, viz.:												
	Bills receivable (as per Schedule I) .. .. .	..	..	..	..	..	..	..	..	..	..	..
	Trade debtors (as per Schedule II) .. .. .	..	..	..	..	..	..	..	..	..	..	..
State nature State nature	Loans and advances, viz.:												
	Unpaid calls (as per Schedule III) .. .. .	..	..	..	..	..	..	..	..	..	..	..
	Stock in trade .. .. .	..	..	..	..	..	..	..	..	..	..	..
	Work in progress .. .. .	..	..	..	..	..	..	..	..	..	..	..
	Freehold property, viz.:												
	Leasehold property, viz.:												
	Plant and machinery, viz.:												
	Furniture, fittings, utensils, etc.
	Patents, trade marks, etc., viz.:												
	Investments other than marketable securities, viz.:												
Other property, viz.:													

[Signature]

Dated 19 .

SCHEDULE—*continued*

SCHEDULE I—BILLS OF EXCHANGE, PROMISSORY NOTES, ETC., ON HAND AVAILABLE AS ASSETS
The names to be arranged in alphabetical order and numbered consecutively

Statement of Affairs
Schedule I to List A

No.	Name of Acceptor of Bill or Note	Address, etc.	Amount of Bill or Note			Date When Due	Estimated to Produce			Particulars of Any Property Held as Security for Payment of Bill or Note
			£	s.	d.		£	s.	d.	

[Signature]

Dated 19 .

Statement of Affairs
Schedule II to List A

SCHEDULE II—TRADE DEBTORS

The names to be arranged in alphabetical order and numbered consecutively

NOTE—If the debtor to the company is also a creditor, but for a less amount than his indebtedness, the gross amount due to the company and the amount of the contra account should be shown in the third column, and the balance only be inserted under the heading “Amount of Debt” thus: £ s. d.

Due to company

Less: Contra account

No such claim should be included in List E

No.	Name	Residence and Occupation	Amount of Debt									Folio of Ledger or Other Book Where Particulars Are to be Found	When Contracted		Estimated to Produce	Particulars of Any Securities Held for Debt	
			Good			Doubtful			Bad				Month	Year			
			£	s.	d.	£	s.	d.	£	s.	d.						

[Signature]

Dated 19 .

SCHEDULE—*continued*

SCHEDULE III—UNPAID CALLS

Statement of Affairs
Schedule III to List A

The names to be arranged in alphabetical order and numbered consecutively

Consecutive No.	No. in Share Register	Name of Shareholder	Address	No. of Shares Held	Amount of Call Per Share Unpaid			Total Amount Due			Estimated to Realise			
					£	s.	d.	£	s.	d.	£	s.	d.	

[Signature]

Dated 19 .

LIST B—ASSETS SPECIFICALLY PLEDGED AND CREDITORS FULLY OR PARTLY SECURED
(NOT INCLUDING DEBENTURE HOLDERS SECURED BY A FLOATING CHARGE)

Statement of Affairs
List B

The names of the secured creditors are to be shown against the assets on which their claims are secured, numbered consecutively, and arranged in alphabetical order as far as possible

Particulars of Assets Specifically Pledged	Date When Security Given	Estimated Value of Security			No.	Name of Creditor	Address and Occupation	Amount of Debt			Date When Contracted		Consideration	Balance of Debt Unsecured Carried to List E			Estimated Surplus from Security		
		£	s.	d.				£	s.	d.	Month	Year		£	s.	d.	£	s.	d.

[Signature]

Dated 19 .

SCHEDULE—*continued*

LIST C—PREFERENTIAL CREDITORS FOR RATES, TAXES, SALARIES, WAGES, AND OTHERWISE

Statement of Affairs
List C

The names to be arranged in alphabetical order and numbered consecutively

No.	Name of Creditor	Address and Occupation	Nature of Claim	Period During Which Claim Accrued Due	Date When Due	Amount of Claim			Amount Payable in Full			Balance Not Preferential Carried to List E					
						£	s.	d.	£	s.	d.	£	s.	d.			

[Signature]

Dated 19 .

LIST D—LIST OF DEBENTURE HOLDERS SECURED BY A FLOATING CHARGE

Statement of Affairs
List D

The names to be arranged in alphabetical order and numbered consecutively

Separate lists must be furnished of holders of each issue of debentures, should more than one issue have been made

No.	Name of Holder	Address	Amount			Description of Assets Over Which Security Extends
			£	s.	d.	

[Signature]

Dated 19 .

SCHEDULE—continued

LIST E—UNSECURED CREDITORS

Statement of Affairs

List E

The names to be arranged in alphabetical order and numbered consecutively

NOTES—1. When there is a contra account against the creditor less than his claim against the company, the amount of the creditor's claim and the amount of the contra account should be shown in the third column and the balance only be inserted under the heading "Amount of Debt" thus:

Total amount of claim	..	..	..	£	s.	d.
<i>Less: Contra account</i>	..	..	..

No such set-off should be included in Schedule I attached to List A.

2. The particulars of any bills of exchange and promissory notes held by a creditor should be inserted immediately below the name and address of the creditor.

No.	Name	Address and Occupation	Amount of Debt			Date When Contracted		Consideration
			£	s.	d.	Month	Year	
	Unsecured balance of creditors partly secured—brought from List B							
	Balance not preferential of preferential creditors—brought from List C							

[Signature]

Dated 19 .

SCHEDULE—continued

Statement of Affairs

List F

LIST F—DEFICIENCY OR SURPLUS ACCOUNT

The period covered by this account must commence on a date not less than three years before the appointment of the Receiver or, if the company has not been incorporated for the whole of that period, the date of formation of the company, unless the Receiver otherwise agrees.

Items contributing to deficiency (or reducing surplus):

- | | | | | | |
|------------------------------------------------------------------------------------------------------------------------------------------------------------|----|------------------------------------------|----|----|----|
| 1. Excess (if any) of capital and liabilities over assets on the | 19 | as shown by balance sheet (copy annexed) | .. | .. | £ |
| 2. Net dividends and bonuses declared during the period from | 19 | to the date of the statement | .. | .. | .. |
| 3. Net trading losses (after charging items shown in note below) for the same period | .. | .. | .. | .. | .. |
| 4. Losses other than trading losses written off for which provision has been made in the books during the same period (give particulars or annex schedule) | .. | .. | .. | .. | .. |
| 5. Estimated losses now written off or for which provision has been made for the purpose of preparing the statement (give particulars or annex schedule) | .. | .. | .. | .. | .. |
| 6. Other items contributing to deficiency or reducing surplus: | .. | .. | .. | .. | .. |
| | .. | .. | .. | .. | .. |

Items reducing deficiency (or contributing to surplus):

- | | | | | |
|--------------------------------------------------------------------------------------------------------------|----|----------------------------------------------|----|----|
| 7. Excess (if any) of assets over capital and liabilities on the | 19 | as shown on the balance sheet (copy annexed) | £ | £ |
| 8. Net trading profits (after charging items shown in note below) for the period from the | 19 | to the date of the statement | .. | .. |
| 9. Profits and income other than trading profits during the same period (give particulars or annex schedule) | .. | .. | .. | .. |
| 10. Other items reducing deficiency or contributing to surplus: | .. | .. | .. | .. |
| | .. | .. | .. | .. |

Deficiency [surplus] as shown by statement £

Note as to net trading profits and losses:

Particulars are to be inserted here (so far as applicable) of the items mentioned below, which are to be taken into account in arriving at the amount of net trading profits or losses shown in this account:

- | | | | | | |
|-----------------------------------------------------------------------------------------------|----|----|----|----|----|
| Provisions for depreciation, renewals, or diminution in value of fixed assets | .. | .. | .. | .. | £ |
| Provision for New Zealand taxes on income | .. | .. | .. | .. | .. |
| Interest on debentures and other fixed loans | .. | .. | .. | .. | .. |
| Payments to directors made by the company and required by law to be disclosed in the accounts | .. | .. | .. | .. | .. |
| Exceptional or non-recurring expenditure: | .. | .. | .. | .. | .. |

Less—Exceptional or non-recurring receipts:

.....	£
-------	----	----	----	----	----	---

Balance, being other trading profits or losses £

Net trading profits or losses as shown in Deficiency or Surplus Account above £

[Signature]

Dated 19 .

Con. Regs.—A12—Inset

1956/210

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SCHEDULE—continued

Statement of Affairs

List G

List G

In substitution for such of the lists A to F as will have to be returned blank

List	Particulars	Remarks. (Where no entries are made on any one or more of the Lists A to F the word "Nil" should be inserted in this column opposite the list or lists thus left blank)
A	Assets not specifically pledged	
B	Assets specifically pledged and creditors fully or partly secured (not including debenture holders secured by a floating charge)	
C	Preferential creditors for rates, taxes, salaries, wages, and otherwise ..	
D	Debenture holders secured by floating charge	
E	Unsecured creditors	
F	Deficiency or Surplus Account	

[Signature]

Dated

19 .

SCHEDULE—*continued*

No. of company:

Form 14

The Companies Act 1955

[No registration fee payable]

RECEIVER OR MANAGER'S ABSTRACT OF RECEIPTS AND PAYMENTS

Pursuant to Sections 348 (2) and 350 (1)

Name of company:

Name and address of receiver or manager:

Date and description of security containing the powers under which receiver or manager is appointed:

Period covered by the abstract: From to

Presented by—

ABSTRACT

Receipts			Payments		
Brought forward	£	s. d.	Brought forward	£	s. d.
Carried forward			Carried forward		

The receipts and payments must severally be added up at the foot of each sheet and the totals carried forward from one abstract to another without any intermediate balance so that the gross totals shall represent the total amounts received and paid by the receiver or manager since the date of appointment.

[Signature]

Dated the day of 19 .

SCHEDULE—continued

No. of company:

Form 15

The Companies Act 1955

[5s. Registration Fee]

PARTICULARS OF DIRECTORS AND SECRETARIES OF AN OVERSEAS COMPANY AND OF ANY CHANGES THEREIN

Pursuant to Sections 397 and 401

Name of company:

Where incorporated:

Address of place of business in New Zealand:

Presented by—

Particulars of the Directors of and of any Changes Therein*

Present Christian Name or Names and Surname†. (In the case of a corporation, the corporate name)	Any Former Christian Name or Names and Surnames‡	Nationality	Usual Residential Address. (In the case of a corporation, the registered or principal office)	Business Occupation or Other Directorships or One of Them. (If none, state so)§	Changes||

Particulars of the Secretaries of and of any Changes Therein

Present Christian Name or Names and Surnames†. (In the case of a corporation, the corporate name)¶	Any Former Christian Name or Names and Surname‡	Usual Residential Address. (In the case of a corporation, the registered or principal office)¶	Changes||

Signatures of the persons authorised under section 397 (1) (c) of the Companies Act 1955, or of some other person in New Zealand duly authorised by the company.

Dated the day of 19

*"Director" includes any person who occupies the position of a director by whatever name called, and any person in accordance with whose directions or instructions the directors of a company are accustomed to act.

†"Christian name" includes a forename, and "surname" in the case of a peer or a person usually known by a title different from his surname means that title.

‡"Former Christian name" and "former surname" do not include—

- (i) In the case of a peer or a person usually known by a British title different from his surname, the name by which he was known before the adoption of or succession to the title; or
- (ii) In the case of any person, a former Christian name or surname where that name or surname was changed or disused before the person bearing the name attained the age of eighteen years or has been changed or disused for a period of not less than twenty years; or
- (iii) In the case of a married woman, the name or surname by which she was known before the marriage.

§In the case of an individual who has no business occupation but holds any other directorship or directorships, particulars of that directorship or of some one of those directorships must be entered.

¶A complete list of the directors and secretaries shown as existing in the last return should always be given. A note of the changes since the last list was filed should be made in this column, e.g., by placing against a new director or secretary's name the words "in place of", and by writing against any former director or secretary's name the words "dead", "resigned", or as the case may be.

¶Where all the partners in a firm are joint secretaries, the name and principal office of the firm may be stated.

SCHEDULE—*continued*

No. of company:

Form 16

The Companies Act 1955

[5s. Registration Fee]

PARTICULARS OF NAMES AND ADDRESSES OF PERSONS RESIDENT IN NEW ZEALAND
AUTHORISED TO ACCEPT SERVICE ON BEHALF OF AN OVERSEAS COMPANY AND
OF ANY CHANGES THEREIN*Pursuant to Sections 397 and 401*

Name of company:

Where incorporated:

Address of place of business in New Zealand:

Presented by—

*Particulars of the names and addresses of the persons resident in New Zealand
authorised to accept on behalf of the company service of process and any
notices required to be served on _____, and of any changes therein.**Signatures of the persons authorised
under section 397 (1) (c) of the
Companies Act 1955, or of some other
person in New Zealand duly authorised
by the company.*

Dated the _____ day of _____ 19 _____

No. of company:

Form 17

The Companies Act 1955

[5s. Registration Fee]

RETURN OF ALTERATION IN THE CHARTER, STATUTES, MEMORANDUM OR ARTICLES
OF ASSOCIATION, OR OTHER INSTRUMENT CONSTITUTING OR DEFINING THE CON-
STITUTION OF AN OVERSEAS COMPANY*Pursuant to Section 401*

Name of company:

Where incorporated:

Address of place of business in New Zealand:

Presented by—

RETURN of alteration in the* _____ constituting or defining the constitution of
_____, a company incorporated in † _____, which has established a place
of business in New Zealand at _____‡Certified copy of alteration or certified copy of new deed, if one has been
executed, and certified translation of alteration or deed, if not in English language,
must accompany this return and be shortly referred to here.*Signatures of the persons authorised
under section 397 (1) (c) of the
Companies Act 1955, or of some other
person in New Zealand duly authorised
by the company.*

Dated the _____ day of _____ 19 _____

*“Charter”, “statutes”, “memorandum or articles of association”, or other instru-
ment, as the case may be.

†Country of origin.

‡The copy and translation (if any) must be certified in the manner prescribed
in regulations 6 and 8 of the Companies Regulations 1956.T. J. SHERRARD,
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 revoke and replace the Companies Regulations 1934, with alterations and additions to adapt them to the new Companies Act 1955.

These regulations are to come into force on 1 January 1957, the date of the commencement of the new Companies Act.

Issued under the authority of the Regulations Act 1936.

Date of notification in *Gazette*: 13 December 1956.

These regulations are administered in the Department of Justice.