



New Director and Disclosure Requirements for New Zealand Companies

New director residency requirements are about to be introduced for all New Zealand Companies. These changes come into effect on **1 May 2015**, with all existing companies having an additional 180 days to comply with the new requirements (so by **28 October 2015**).

Specifically, the New Zealand Companies Act 1993 will require companies incorporated in New Zealand to have **at least one director** who lives in either:

- a. New Zealand; or
- b. an *enforcement country*.

Enforcement countries are determined by the regulations. Currently, the only listed *enforcement country* is Australia. Directors who are resident in an *enforcement country* must also be a director of a registered company (excluding a branch of an overseas company) in that country. Details of the company will need to be provided to the Companies Office. This will include the company's registered name, number or identifier (if any) along with its address for service and registered office address.

Other changes include the requirement for directors to disclose their date and place of birth to the Companies Registrar (this will not be made publically viewable). Companies will also be required to disclose, where applicable, information about their *ultimate holding company* (a body corporate that is the holding company of the company and is not a subsidiary of any other body corporate). Information to be provided includes its name, country of registration, registration number, registered office and any other prescribed information. There are also ongoing disclosure requirements relating to any changes to the *ultimate holding company*. Companies incorporated from **1 May 2015** onwards will need to meet all of these requirements.

Companies incorporated before **1 May 2015** will need to provide the date and place of birth of their directors, as well as details of their *ultimate holding company* information (if applicable), from **1 July 2015** onwards when they file their annual return.

Failure to comply with the requirements outlined may result in your company being removed from the New Zealand Companies Register.

Hesketh Henry can assist with the filing of the relevant required corporate documents for director appointments and implement measures to mitigate the liability which the NZ resident director will incur as a result of their appointment. For more information about the new requirements, or to discuss any aspect of New Zealand company law, please contact:

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