TEMPLATE STATUTORY REGISTERS – USER NOTES

This document sets out the registers (other than the share registers) and other documents which companies are required to keep and maintain under the Companies Act 1993 or which should be maintained as a matter of good administrative practice.

A template share register can be found in a separate document called **Template Share Register**.

Company records must be kept in a written form or in a manner that allows the documents and information to be easily accessible. We recommend keeping an electronic copy of the registers together with signed resolutions and minutes of meetings.

Remember, the details filed with the Companies Office do not constitute a company's statutory registers. Registers and records need to be created, maintained and held by the Company in addition to the Companies Office records.

USING THIS TEMPLATE

The ***User Notes*** and the statements in the footer (all marked in red) are included to assist you to prepare this document. They are for reference only. You should delete all user notes and the statements in the footer from the final form of your document.

The use of [*square brackets*] around black text means that:

- the requested details need to be inserted
- there are different options for you to consider within a clause
- the whole clause is optional and you need to consider whether to include it, based on the company's circumstances and the user notes.

Before finalising your document, check for all square brackets to ensure you have considered the relevant option and deleted the brackets.

If you delete any clause or schedule, remember to cross reference check the document.

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DOCUMENTATION CHECKLIST

- This is a list of documents which companies are either required to keep or which companies should maintain as a matter of good administrative practice.
- The documents marked with an asterisk must be kept at the Company's registered office for seven years. If they are held elsewhere, notice of that fact must be provided to the Registrar of Companies within 10 working days of the records being kept elsewhere. After seven years, the documents must continue to be retained by the Company for inspection by shareholders, but do not need to be held at the Company's registered office.

1 INCORPORATION

a Certificate of incorporation; and

b Constitution*.

2 SHAREHOLDERS

a Share register*;

b Minutes of shareholder meetings*;

c Shareholder resolutions*; and

d Written communications to shareholders, including annual reports, within the last 10 years*.

3 DIRECTORS

a Minutes of director (and committee) meetings within the last seven years*;

b Director resolutions within the last seven years*;

c Directors' certificates*;

d Directors' register*;

e Documents relating to appointment of directors; and

f Directors' interests register*.

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4 FINANCIAL AND ACCOUNTING RECORDS

a Financial statements required under the Companies Act 1993 for the last seven completed accounting periods*; and

b Accounting records required by section 194 of the Companies Act 1993 for the current accounting period and for the last seven completed accounting periods*.

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[*INSERT NAME OF COMPANY*]

SHAREHOLDERS' RESOLUTIONS AND MINUTES

(Sections 189(1)(b) and 216 of the Companies Act 1993)

USER NOTES

- A record of all shareholder resolutions and minutes from shareholder meetings for the last seven years must be maintained at the Company's registered office.
- After seven years, the shareholder resolutions and minutes from shareholder meetings must continue to be retained for inspection by shareholders (indefinitely), but do not need to be held at the Company's registered office.
- Failure to keep the required records is an offence.

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[*INSERT NAME OF COMPANY*]

COMMUNICATIONS TO SHAREHOLDERS

(Sections 189(1)(g) and 216 of the Companies Act 1993)

USER NOTES

- A record of all written communications to all shareholders in the last seven years must be maintained at the Company's registered office.
- After seven years, the documents must continue to be retained by the Company for inspection by shareholders for a further three years (i.e. 10 years in total), but do not need to be held at the Company's registered office.
- Written communications include annual reports, financial statements and group financial statements.
- Failure to keep the required records is an offence.

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[*INSERT NAME OF COMPANY*]

DIRECTORS' RESOLUTIONS AND MINUTES

(Sections 189(1)(d) and 216 of the Companies Act 1993)

USER NOTES

- A record of all meetings of the board of directors held, and resolutions of directors and directors' committees made, within the last seven years must be kept at the Company's registered office.
- Failure to keep the required certificates is an offence.

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[*INSERT NAME OF COMPANY*]

DIRECTORS' CERTIFICATES

(Section 189(1)(e) of the Companies Act 1993)

USER NOTES

- A record of all certificates given by directors under the Companies Act 1993 within the last seven years must be maintained for inspection upon request at the Company's registered office.
- After seven years, directors' certificates must continue to be retained for inspection by shareholders (indefinitely), but do not need to be held at the Company's registered office.
- Failure to keep the required certificates is an offence.

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[*INSERT NAME OF COMPANY*]

REGISTER OF DIRECTORS

(Section 189(1)(f) of the Companies Act 1993)

FULL NAME	PHYSICAL ADDRESS	POSTAL ADDRESS AND OTHER DETAILS	DATE APPOINTED	DATE CEASED TO BE A DIRECTOR
[*Insert full name*]	[*E.g. 25 Smith Street, Wellington, 6035*]	[*E.g. PO Box 00025, Wellington, 6146*]	[*E.g. 31 January 2023*]	[*E.g. 23 September 2026*]

USER NOTES

- A record of the Company's current directors' full names and addresses must be maintained for inspection upon request at the Company's registered office.
- Failure to maintain the register is an offence.

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[*INSERT NAME OF COMPANY*]

REGISTER OF DIRECTORS' INTERESTS

(Section 189(1)(c) of the Companies Act 1993)

NAME OF DIRECTOR	NATURE OF INTEREST	DISCLOSURE DATE
[*Insert full name*]	[*E.g. Shareholder of the Company.*]	[*E.g. 31 January 2026*]
[*Insert full name*]	[*E.g. The Company has agreed to indemnify its directors in accordance with section 162 of the Companies Act 1993.*]	[*E.g. 31 January 2026*]
[*Insert full name*]	[*E.g. The Company has agreed to pay each director a fee of $15,000 per annum for his or her services.*]	[*E.g. 31 January 2026*]
[*Insert full name*]	[*E.g. [Insert name] is a shareholder of Smith and Smith Consulting Group Limited and is to be regarded as interested in any transaction between the Company and Smith and Smith Consulting Group Limited.*]	[*E.g. 31 January 2026*]

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USER NOTES

- The Companies Act 1993 requires the directors of a company to disclose any interests they have that will or may affect their ability to act in the best interests of the Company in a transaction, including any:
  - interests he or she has in a transaction or proposed transaction involving the Company that may or will conflict with the Company's interests; and
  - sale or transfer of an interest the director holds (whether directly or indirectly) in the Company's shares.

  Exceptions to these requirements apply in certain circumstances.
- The Companies Act 1993 also requires the board of a company to disclose details of any remuneration, insurance, indemnities or other benefits provided by the Company to directors under sections 161 and/or 162 of the Companies Act 1993.
- The Company is required to keep and maintain a record of these disclosures in an interests register under section 189(1)(c) of the Companies Act 1993. The register must be made available for inspection by shareholders. Failure to maintain the register is an offence.
- In general, a director will be "interested" in a transaction for the purposes of the Companies Act 1993 if the director:
  - is also a party to the transaction;
  - will or may gain a material financial benefit from the transaction;
  - has a material financial interest in a party to the transaction;
  - is a director, officer, or trustee of another party to the transaction, or another person who will or may gain a material financial benefit from the transaction (exceptions are provided for companies within the same company group);

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- is closely related (i.e. is a parent, child, spouse or partner) to another party to the transaction, or another person who will or may gain a material financial benefit from the transaction; or
- is otherwise materially interested in the transaction.

- Disclosure can be made on an individual transaction basis. A general disclosure can also be made to the effect that a director is a shareholder/director/officer or trustee of a company or other entity and is to be considered as interested in any transaction between that company or other entity and the Company.

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[*INSERT NAME OF COMPANY*]

FINANCIAL RECORDS

(Sections 189(1)(h), 189(1)(i), 194 and 216 of the Companies Act 1993)

USER NOTES

The following financial records must be kept at the registered office of the Company and be made available for inspection by shareholders:

- financial statements for the last seven completed accounting periods; and
- accounting Records for the last seven completed accounting periods.

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