

Update

Morison's Company Law

Service 195 — March 2020

Legislation

Companies Act 1993

The Companies Act 1993 has been amended by the following legislative amendments:

- Statutes Amendment Act 2019, ss 23–24, effective 24 October 2019.
- Regulatory Systems (Economic Development) Amendment Act 2019, s 12, effective 13 January 2020.

Financial Reporting Act 2013

The Financial Reporting Act 2013 has been amended by the Regulatory Systems (Economic Development) Amendment Act 2019, s 39, effective 13 January 2020.

Takeovers Act 1993

The Takeovers Act 1993 has been amended by the Regulatory Systems (Economic Development) Amendment Act 2019, ss 115–119 and Sch 4, effective 13 January 2020.

Limited Partnerships Act 2008

The Limited Partnerships Act 2008 has been amended by the Regulatory Systems (Economic Development) Amendment Act 2019, ss 99–103, effective 13 January 2020.

Commentary

Introduction

The following chapter has been updated by Rodney Craig:

- Chapter 1 — Introduction to Company Law
 - [1.3] An overview to the Companies Act 1993
 - [1.4] Regulators

Incorporation and Reregistration

The following chapters have been updated by Rodney Craig:

- Chapter 2 — Incorporation
 - [2.3] Types of companies
- Chapter 3 — Limited liability and corporate personality
 - [3.4] Situations where the courts ignore separate personality
 - [3.5] Situations where court refuses to ignore separate personality

The following chapter has been updated by Peter Watts:

- Chapter 4 — Promoters and pre-incorporation contracts

- [4.1] Promoters
- [4.2] Liability of promoters at common law
- [4.4] Background and the common law
- [4.5] Ratification now possible
- [4.6] The position if ratification does not occur
- [4.7] Scenarios not covered by the pre-incorporation contract provisions
- [4.8] The problem of shelf companies

Constitution and Capacity

The following chapter has been updated by Rodney Craig:

- Chapter 9 — Constitution
 - [9.3] Adoption of constitution
 - [9.15] Consolidation of constitutional amendments
 - [9.17] Contractual arrangements with and between shareholders

Company Transactions

The following chapter has been updated by Peter Watts:

- Chapter 25 — Company transactions
 - [25.3] Connection of agency law to presumptions of regularity in company contracting
 - [25.4] Actual and apparent authority, usual and unusual authority
 - [25.5] Establishing a legitimate exercise of power — general aspects of actual authority
 - [25.6] The relationship between motive, purpose, and authority
 - [25.10] Illegitimate Exercises of Power — Apparent authority
 - [25.11] The relationship between apparent authority and benefit to principal (on face of transaction)
 - [25.12] Relationship between apparent authority and s 18 of the 1993 Act
 - [25.13] Constructive authority — effective transactions without actual or apparent authority
 - [25.15] Presumptions of regularity and knowledge of irregularity
 - [25.16] Usual authority of the board of directors, individual directors, the managing director, the company secretary and the chairperson
 - [25.18] Types of contracts
 - [25.19] Deeds and use of letterhead
 - [25.21] General matters relating to form, and capacity in which signing

Proceedings and Remedies

The following chapter has been updated by Rodney Craig:

- Chapter 38 — Proceedings by and against companies
 - [38.1] The company as litigant; authority to proceed or appear

Amalgamations and Arrangements

The following chapters have been updated by Kim Francis:

- Chapter 47 — Compromises with creditors and voluntary administration
 - [47.1] Relationship between Parts 14, 15, 15A and 16
 - [47.2] Scope of Part 14
 - [47.4] Notice of proposed compromise and meetings of creditors
 - [47.5] Determination of separate classes of creditor

- [47.7] Variation of compromise
- [47.8] Powers of Court
- [47.11] Voluntary Administration
- Chapter 48 — Court-approved arrangements, amalgamations and compromises
 - [48.1] Scope of Part 15
 - [48.2] Relationship of Part 15 procedure with other procedures
 - [48.3] Procedure under Part 15

Debentures and Receiverships

The following chapter has been updated by Peter Watts:

- Chapter 50 — Debentures and receiverships
 - [50.29] Appointment and removal of receivers
 - [50.30] Effect of appointment
 - [50.33] Receiver's powers and liabilities in a liquidation and voluntary administration
 - [50.35] Duties in relation to realisation of assets and other duties
 - [50.36] Receivers' liability generally

Liquidation

The following chapter has been updated by Kim Francis:

- Chapter 62 — Removal from the New Zealand register
 - [62.2] Objections to removal from the New Zealand register
 - [62.6] Restoration of a company to the register by Registrar
 - [62.7] Restoration of a company to the register by the Court
 - [62.8] Effect of restoration of a company to the register

Voidable Transactions

The following chapter has been updated by Richard Gordon:

- Chapter 63 — Voidable transactions
 - [63.3] Insolvent transactions are voidable

