

Company Administration Checklist

Administration Review for [Company Name]

Go through the Company Statutory Documents folder checking the points below. List issues or inadequacies concerning any documentation. Refer to the Company Administration Procedure to clarify what records are to be held for the various administration aspects for the company. Refer to the company's details on the Companies Office website as necessary.

Initial matters to check	
1. A copy of the Certificate of Incorporation is filed on the front cover of the folder	<input type="checkbox"/> Yes <input type="checkbox"/> No
2. Is there a Company Constitution? Is this filed under the Constitution tab in the file? Is there a signed Directors' minute and Shareholder resolution adopting the Constitution? Has the Constitution been altered? If so is there a Directors' minute and Shareholders' Special Resolution approving the alteration? List anything missing here: _____	<input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> Yes <input type="checkbox"/> No
3. Does the company meet the requirements of the Companies Amendment Act 2014? Have details of date and place of birth been provided to the Companies Office for all directors? Does at least one director live in New Zealand? OR does at least one director live in Australia and he or she is also the director of an Australian incorporated company? Does the company have an ultimate holding company (UHC)? Have details of the UHC been provided to the Companies Office?	<input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> Yes <input type="checkbox"/> No
4. Does the cover page in the folder record the New Zealand Business Number (NZBN), the Company Key (only required for companies incorporated prior to 2000) and the month for the Annual Return to be filed?	<input type="checkbox"/> Yes <input type="checkbox"/> No

Minutes and Certificates	
<p>5. Are all required Directors' meeting minutes (within the last 7 years) up-to-date, properly signed and filed in chronological order behind the Directors' Meeting minute index?</p> <p>List any inadequacies or missing minutes here:</p> <p>_____</p> <p>_____</p> <p>_____</p>	<input type="checkbox"/> Yes <input type="checkbox"/> No
<p>6. Does the Index of Minutes of Directors' Meetings record complete details of all Directors' minutes held?</p> <p>List whatever needs to be updated here:</p> <p>_____</p> <p>_____</p>	<input type="checkbox"/> Yes <input type="checkbox"/> No
<p>7. Are all required Shareholders' minutes and resolutions (for the last 7 years) up-to-date, properly signed and filed in chronological order behind the Shareholders' Minute index?</p> <p>List any inadequacies or missing minutes/resolutions here:</p> <p>_____</p> <p>_____</p> <p>_____</p>	<input type="checkbox"/> Yes <input type="checkbox"/> No
<p>8. Does the Index of Minutes of Shareholders' Meetings record details of all of the shareholder minutes/resolutions held?</p> <p>List whatever needs to be updated here:</p> <p>_____</p> <p>_____</p>	<input type="checkbox"/> Yes <input type="checkbox"/> No
<p>9. Are Directors' Certificates held for the following? (Also refer to the accounting file to assist with this step). This includes any Certificate that should have been completed within the last 7 years:</p> <p>Consent to Act as Director <input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>All payments made to a Director <input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>All dividends paid <input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>Any distributions made <input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>List any missing Certificates here:</p> <p>_____</p> <p>_____</p>	<input type="checkbox"/> Yes <input type="checkbox"/> No

<p>10. Does the Index of Directors' Certificates record details of all Certificates held? List whatever needs to be updated here:</p> <p>_____</p> <p>_____</p>	<p><input type="checkbox"/> Yes <input type="checkbox"/> No</p>
<p>Register of Directors</p> <p>11. Does the Register of Directors record the full name and residential address of all of the current directors? List whatever needs to be updated here:</p> <p>_____</p> <p>_____</p>	<p><input type="checkbox"/> Yes <input type="checkbox"/> No</p>
<p>12. Does the Register of Directors record details of any director who has resigned?</p>	<p><input type="checkbox"/> Yes <input type="checkbox"/> No</p>
<p>Register of Directors' Interests</p> <p>13. Check the following Register of Directors' Interests (filed under the Other Registers tab) to make sure all relevant required information has been recorded on these:</p> <p>Acquisition of Disposal of Shares</p> <p>Has any share transaction involved a director? <input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> N/A</p> <p>If so, have details been recorded on this register? <input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> N/A</p> <p>Register of Specific Disclosure of Interest</p> <p>Has any director had a direct interest in a transaction involving the company and another party? <input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> N/A</p> <p>If so, have all details of the interest been recorded on the register? <input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> N/A</p> <p>Register of General Disclosure of Interest</p> <p>Has the company had transactions with another company that a current director is associated with (e.g., company renting a property of a trust of which a current director is a beneficiary)? <input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> N/A</p> <p>If so have details of the interest been recorded on the register? <input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> N/A</p> <p>Register of Directors' Remuneration and other benefits</p> <p>Have all details of any payments made by the Company to directors been recorded on this register? <input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> N/A</p> <p>Register of Indemnities and Insurances</p> <p>Has the company indemnified or insured any directors for their actions as directors? <input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> N/A</p> <p>This is only permitted if the constitution expressly permits it – does the constitution permit it? <input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> N/A</p> <p>If so, have details been recorded on this register? <input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> N/A</p>	

<p>Register of Use of Company Information</p> <p>If a director has used information that is only available to them by virtue of their being a director, this should be entered on this register. Is this applicable?</p>	<input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> N/A
<p>Has the relevant information been recorded?</p>	<input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> N/A
<p>14. Are there appropriate signed Directors' minutes held approving the relevant directors' interests identified in No 13 above?</p> <p>Comments:</p> <p>_____</p> <p>_____</p>	<input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> N/A
<p>Company Details Registers</p> <p>15. Check the following Registers to ensure the correct information has been recorded on these:</p> <p>Register of Security Interests (PPSR)</p> <p>Has the company had any security interests registered over its assets or taken out any security interests itself? <input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>If so, are copies of all minutes & documentation held and are the details on the register correct and up-to-date? <input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>Location of Registered Office</p> <p>Are the details for the current Registered Office address and any previous address for this correct and up-to-date? <input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>Address for Service</p> <p>Are the details for the address for service and any previous address for this correct and up-to-date? <input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>Location of company records away from Registered Office</p> <p>Are any company records being kept at another location other than the Registered Office? <input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>If so, have details been recorded on this register? <input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>Comments:</p> <p>_____</p> <p>_____</p>	
<p>Share Register</p> <p>16. Check the Share Registers as well as the Companies Office Search to ensure the correct and up-to-date information has been recorded on these:</p> <p>Register of Shares Issued</p> <p>This should show the original shares issued, to whom, and any subsequent issue of new shares. Note: When a trust is a shareholder, the trust's name cannot be entered on the share registers; all trustees' names must be shown instead. The list on this register must be alphabetical. Are the details correct?</p>	<input type="checkbox"/> Yes <input type="checkbox"/> No

<p>Register of Share Transactions</p> <p>This should show the names, last known address and number of shares held for every person who has been a shareholder in the last 10 years. This should also record the current balance of each current shareholder's shares. Are the details correct and up-to-date?</p>	<input type="checkbox"/> Yes <input type="checkbox"/> No
<p>Journal of Share transactions</p> <p>This should show the details of all share transfers completed within the last 10 years. Are the details correct and up-to-date?</p>	<input type="checkbox"/> Yes <input type="checkbox"/> No
<p>17. Are signed minutes approving all share transfers and signed copies of the share transfer forms held on the file?</p> <p>List any inadequacies or missing minutes or forms here:</p> <p>_____</p> <p>_____</p> <p>_____</p>	<input type="checkbox"/> Yes <input type="checkbox"/> No
<p>Other Matters to Check</p>	
<p>18. QC/LTC Status</p> <p>Does the Company have QC or LTC status?</p>	<input type="checkbox"/> Yes <input type="checkbox"/> No
<p>19. Has any company transaction or event caused the QC/LTC status to be revoked?</p> <p>If so, has a new election been completed within the set timeframes (if applicable) and is written confirmation from IRD held on the file?</p> <p>List any inadequacies here:</p> <p>_____</p> <p>_____</p>	<input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> Yes <input type="checkbox"/> No
<p>Major Transactions</p>	
<p>20. Has the Company entered into any 'Major Transactions'?</p>	<input type="checkbox"/> Yes <input type="checkbox"/> No
<p>21. Is there a signed Directors' Resolution held detailing the transaction together with copies of associated documents for each time the Company has entered into a Major Transaction? (This is required for every major transaction the company has entered into)</p> <p>List any inadequacies here:</p> <p>_____</p> <p>_____</p>	<input type="checkbox"/> Yes <input type="checkbox"/> No
<p>22. Has any director declared an interest in any of the Major Transactions?</p>	<input type="checkbox"/> Yes <input type="checkbox"/> No
<p>23. If yes, is there a Special Resolution and Entitled Persons Agreement signed by the Shareholders approving the Directors Resolution? (These are required to be held for every major transaction the company has entered into)</p> <p>List any inadequacies here:</p> <p>_____</p> <p>_____</p>	<input type="checkbox"/> Yes <input type="checkbox"/> No

<p>24. If no, is there a signed Special Resolution of Shareholders approving the Directors Resolution? (This is required to be held for every major transaction the company has entered into)</p>	<p><input type="checkbox"/> Yes <input type="checkbox"/> No</p>
<p>Annual Returns</p> <p>25. Is the Information that has been filed for the Company Annual Return correct and up-to-date?</p> <p>List any inadequacies here:</p> <p>_____</p> <p>_____</p>	<p><input type="checkbox"/> Yes <input type="checkbox"/> No</p>
<p>26. Are copies of all Annual Returns filed held on the file?</p>	<p><input type="checkbox"/> Yes <input type="checkbox"/> No</p>
<p>Are copies of the following applicable communication and documentation held on the file under the Miscellaneous forms tab?</p> <ul style="list-style-type: none"> ▪ Any agreements for sale and purchase and settlement statements ▪ Any loan documentation and guarantees ▪ All correspondence to and from IRD ▪ All other correspondence to shareholders and other third parties <p>Comments:</p> <p>_____</p> <p>_____</p> <p>_____</p>	<p><input type="checkbox"/> Yes <input type="checkbox"/> No</p>